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MAY 3, 1985

VOLUME 8 #18/85

OSC BULLETIN

The Ontario Securities Commission
administers the Securities Act of Ontario
(R.S.O. 1980, c. 466) and the Commodity Futures
Act of Ontario (R.S.O. 1980, c. 78).

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THE ONTARIO SECURITIES COMMISSION

OSC BULLETIN

VOLUME 8 #18/85

MAY 3, 1985

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CHAPTER 1

NOTICES/PRESS RELEASES

1.1 OSC PROFESSIONAL SECONDMENT PROGRAM

OSC PROFESSIONAL SECONDMENT PROGRAM

The OSC Professional Secondment Program offers an opportunity for professionals from the private sector to gain a broad exposure to Commission programs and operations.

The program, which was initiated in 1978, provides private sector participants with an enhanced awareness of OSC policies and regulatory practices, while increasing the resource base available to the Commission. Accountants, lawyers and other professionals can gain valuable insight into the day-to-day workings of the Commission and its role in the regulation of the capital markets.

Firms which have participated in the program to date include the following:

BLAKE, CASSELS & GRAYDON
BORDEN & ELLIOT
CAMPBELL, GODFREY & LEWTAS
CODE, HUNTER
FASKEN & CALVIN
FRASER & BEATTY
GOODMAN & GOODMAN
HOLDEN, MURDOCH & FINLAY
MACCARTHY & MACCARTHY
MCMILLAN, BINCH
OSLER, HOSKIN & HARCOURT
TORY, TORY, DESLAURIERS &
BINNINGTON

DELOITTE, HASKINS & SELLS
DUNWOODY & COMPANY
CLARKSON, GORDON & CO.
COOPERS & LYBRAND
ERNST & WHINNEY
PEAT, MARWICK, MITCHELL & CO.
PRICE WATERHOUSE & CO.
THORNE RIDDELL
TOUCHE ROSS & CO.

BURNS, FRY LIMITED
MCLEOD, YOUNG, WEIR LIMITED
MERRILL LYNCH CANADA INC.
WALWYN STODGELL MURRAY LIMITED

The following firms will be seconding staff to the OSC on the dates indicated opposite their names:

November, 1985
April, 1986

November, 1986
November, 1986
April, 1987
November, 1987

STIKEMAN, ELLIOTT
SMITH, LYONS, TORRANCE,
STEVENSON & MAYER
MCCARTHY & MCCARTHY
MCMILLAN, BINCH
FRASER & BEATTY
LANG, MICHENER,
CRANSTON, FARQUHARSON & WRIGHT

Terms of Reference

The terms of reference of the program are as follows:

1. The participant remains an employee of the referring firm.
2. The term of the secondment is 12 months, with an optional three month extension; six months to be spent working in the Enforcement and Market Regulation Branch followed by six months in the Corporate Finance Branch. The three-month extension of the term may be exercised by the participant with the concurrence of the Director and the referring firm. This time will be spent working with the Chairman's or the Director's Office or in some other area of the Commission, at the discretion of the Director.
3. Although the participant will maintain contact with the referring firm, he or she will be expected to work full-time with the OSC.
4. Participants will be required to have at least two years work experience after professional qualification.
5. It is recognized that participation in the program carries a very substantial component of public service. The employee's salary and benefits continue to be paid by the referring firm; the OSC reimburses the referring firm the sum of \$1,000.00 per month.

Applications

Secondment terms begin in April and November. Applications are being accepted for two openings in each of November, 1985 and April, 1986. Referring firms should submit applications to:

Julie-Luce B. Farrell
Secretary to the Commission
Ontario Securities Commission
Suite 1800, 20 Queen Street West
Toronto, Ontario
M5H 3S8

Applications should be received no later than May 31, 1985 and should, where available, include the resume of the candidate. The Commission will advise applicants of acceptance on or about June 21, 1985.

1.2 PRESS RELEASE

1.2.1 UNION ENTERPRISES LTD. /UNICORP CANADA CORPORATION

April 26, 1985

The Ontario Securities Commission confirmed today that it has an investigation underway into the take-over bid of Unicorp Canada Corporation ("Unicorp") for common shares ("Shares") of Union Enterprises Limited ("Union") with particular reference to the trading in Shares of Union both before and after the making of the bid. The investigation was commenced immediately after the conclusion of the Commission's February hearing. The Commission will make a further announcement concerning the status of the investigation in due course.

Background

On February 1 Unicorp made a securities exchange take-over bid (the "Offer") for all outstanding Shares of Union. At that time Unicorp disclosed that it had purchased through the facilities of the Toronto and Montreal stock exchanges 4,500,000 Shares of Union, comprising 13.8% of the outstanding Shares, and that it had arrived at an arrangement with GLN Investments Limited, the owner of 16% of the outstanding Union Shares, under which GLN Investments Limited had agreed to deposit its Shares of Union under the Offer.

On February 6 the Commission announced that it would hold a hearing to determine whether in purchasing the 4.5 million Shares for cash and in making a subsequent securities exchange offer, Unicorp had complied with the requirement of the Securities Act which provides that where a take-over bid is made, all holders of the same class of securities shall be offered the same consideration.

On February 15 following a hearing that extended over 6 days the Commission announced that it would not cease trade the Unicorp Offer because it had not been established that the purchases of 4.5 million Shares through the facilities of the stock exchanges prior to announcement of the Offer constituted private agreements. Therefore, the Commission's policy linking pre-take-over bid private agreement purchases with the take-over bid was not applicable.

The formal written reasons of the Commission will be released early next week.

During the course of the Commission's hearing much evidence was adduced about the trading that took place prior to the announcement of the Offer. Commission staff took the position that a more in-depth review was necessary and, therefore, sought and obtained from the Commission an investigation order under section 11 of the Act.

During the course of the take-over bid heavy trading in securities of Union and Unicorp led Commission staff to investigate trading subsequent to the announcement of the Offer. In particular the following were of concern:

- (i) A number of large blocks of Union Shares were traded in the period prior to the expiry of the Offer. It appeared that the blocks were then tendered to the Offer.
- (ii) National Victoria and Grey Trustco tendered its Union Shares to the Offer and immediately received cash in exchange for the Unicorp securities received under the Offer.

In part because of the involvement of Unicorp's advisors in these transactions, the transactions led to speculation that Unicorp's securities exchange take-over for Union was being "monetized" for certain institutional shareholders.

Announcement of Investigation

By law any information or evidence obtained and the name of any witness examined under an investigation order may not be disclosed without the consent of the Commission. Moreover, it is the general policy of the Commission not to disclose the existence of an investigation. The statutory prohibition and the Commission policy are intended to ensure that,

- (i) the investigation is not impeded, and
- (ii) the reputations of persons are not unfairly damaged.

In making a decision to disclose the existence of an investigation, the Commission must balance these considerations against the benefits of disclosure to determine whether disclosure is in the public interest. Clearly, the public has a legitimate interest in knowing that the Commission is vigilant in its enforcement of securities legislation.

The Commission has determined in this case that the public's need to know compels disclosure of the existence of the investigation.

Issues

The principal issues being canvassed by the investigation include:

- (i) Were shareholders of Union treated equally in the context of the Unicorp Offer, or were certain large shareholders improperly provided with an opportunity to obtain cash for Union Shares which opportunity was not available on the same terms to all shareholders?
- (ii) Were persons improperly informed of significant information that was not generally known to the market and did any persons trade on the basis of such undisclosed information?

The investigation is pursuing these and related issues with dispatch. Should it be determined that any person contravened the Securities Act or otherwise acted improperly in relation to its duties and responsibilities to the securities markets, the Commission will vigorously pursue available sanctions and remedies.

Burns Acquisition

Questions also have been raised concerning certain alleged "defensive tactics" engaged in by Union and, in particular, its acquisition of Burns Foods Ltd. ("Burns"). The Commission has determined that it will not hold a hearing into the Burns acquisition.

In this regard, the Commission considered, amongst other things, the following:

- (i) the Unicorp Offer did proceed, so that the acquisition did not have the effect of depriving shareholders of the ability to accept or reject the Offer;

- (ii) Unicorp, as the largest shareholder of Union and as the person most affected by the acquisition, has the resources to pursue a remedy in the Courts;
- (iii) Unicorp withdrew its request to the Commission for a hearing; and
- (iv) The Toronto Stock Exchange determined to accept notice for filing of the Burns transaction, and this determination was not appealed to the Commission.

Policy Reviews

As a result of the circumstances surrounding the Unicorp Offer and other recent take-over bids the Commission has requested staff to undertake a number of policy reviews with a view to recommending what, if any, changes should be made to Bill 159, the proposed legislation on take-over bids and issuer bids that received first reading in the Ontario Legislature in December, 1984. Staff will be considering whether the concept of pre-bid integration found in OSC Policy 9.3 is adequate or whether it should either be revised or incorporated into the statute by way of a specific and objective provision. A policy review of the adequacy of rules relating to trading by securities dealers in the context of a take-over bid, with a focus on dealers acting in any capacity for an offeror, will also be undertaken.

Ref: Ermanno Pascutto,
Director
(416) 963-0220

Harry Malcolmson,
Legal Advisor to the Director
(416) 963-0221

CHAPTER 2

DECISIONS, ORDERS AND RULINGS

2.1 MESA PARTNERS II ET AL

Headnote

Section 99(e) - The American offerors making a take-over bid for a Delaware corporation having a small number of shareholders resident in Ontario were exempted from the requirements of Part XIX provided that (1) the offer was made in compliance with the federal securities laws of the United States and (2) that all material relating to the offer which was sent to offeree shareholders in the United States was also sent to offeree shareholders resident in Ontario.

Section 87(2) - In connection with a proxy solicitation of shareholders of an American company having a small number of shareholders resident in Ontario, the applicants were granted an exemption from the requirements of Part XVIII of the Act provided that (1) the proxy solicitation was made in compliance with the federal securities laws of the United States, and (2) that all material relating to the proxy solicitation which was sent to shareholders of the company resident in the United States also be sent to shareholders resident in Ontario.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466

AND

IN THE MATTER OF MESA PARTNERS II
MESA EASTERN, INC., AND UNOCAL CORPORATION

ORDERS

(Sections 87(2) and 99(e))

UPON the applications to the Ontario Securities Commission (the "Commission")

- (a) of Mesa Partners II ("Partners") and Mesa Eastern, Inc. ("Eastern") (collectively referred to as the "Purchasers") for an order pursuant to subsection 99(e) of the Securities Act, R. S. O. 1980, c. 466 (the "Act") exempting the Purchasers from the requirements of Part XIX of the Act with respect to its offer to purchase up to 64,000,000 common shares (the "Common Shares") of Unocal Corporation ("Unocal") at U.S.\$54 per Common Share (the "Offer") ; and

- (b) of Partners to the Commission pursuant to subsection 87(2) of the Act for an order exempting Partners and persons acting on its behalf from the requirements of Part XVIII of the Act with respect to the solicitation of proxies ("the Proxy Solicitation") of holders of Common Shares to be voted at Unocal's 1985 Annual Meeting (the "Meeting");

AND UPON Partners and Eastern representing that:

1. Partners is a partnership organized under the laws of the State of Texas, in the United States of America;
2. Eastern is a Delaware corporation and a wholly owned subsidiary of Partners;
3. Unocal is a Delaware corporation, the Common Shares of which are listed on the New York, Mid-West and Pacific Stock Exchanges;
4. As of March 10, 1985 there are 173,900,781 Common Shares issued and outstanding, of which, as of March 14, 1985, 330,498 (or 0.19%) are held by 144 shareholders who are residents of Ontario;
5. The Offer, dated April 8, 1985, is conditional upon, inter alia, the Purchasers' obtaining sufficient financing to enable them to purchase the Common Shares and upon 64,000,000 being validly tendered to the Offer;
6. The Offer will be open for acceptance until midnight, New York time, May 3, 1985, unless extended at the option of the purchasers;
7. The Proxy Solicitation is being made in connection with the proposals of Partners
 - (a) to adjourn the Meeting to June 28, 1985, and in connection therewith to postpone the election of directors scheduled to occur at the Meeting; and
 - (b) to rescind any other action taken at the Meeting;
8. The Offer and the Proxy Solicitation are being conducted in compliance with the requirements of the Securities Exchange Act of 1934 of the United States of America and the rules of the Securities and Exchange Commission made pursuant thereto;
9. Neither material relating to the Offer nor material relating to the Proxy Solicitation has been mailed to holders of Common Shares who are resident in Ontario;

AND UPON the Commission being of the opinion that it would not be prejudicial to the public interest to grant these orders;

IT IS ORDERED pursuant to section 99(e) of the Act that the Purchasers be and they are hereby exempted from the requirements of Part XIX of the Act with respect to the Offer, provided that:

1. The Offer is made in compliance with the requirements of the federal securities laws of the United States of America; and

2. All material relating to the Offer which is sent by or on behalf of the Purchasers to holders of Common Shares resident in the United States of America shall also be sent to holders of Common Shares the last address of whom as shown on the books of Unocal is in Ontario, and a copy of such material shall be sent to the Commission;

AND IT IS FURTHER ORDERED pursuant to subsection 87(2) of the Act that Partners and persons acting on its behalf be and they are hereby exempted from the requirements of Part XVIII of the Act in connection with the Proxy Solicitation, provided that:

1. The Proxy Solicitation is conducted by or on behalf of Partners in compliance with the requirements of the federal securities laws of the United States of America; and
2. All Proxy Solicitation material which is sent by or on behalf of Partners to holders of Common Shares resident in the United States shall also be sent to holders of Common Shares the last address of whom as shown on the books of Unocal is in Ontario, and a copy of such material shall be sent to the Commission.

April 30, 1985.

"Charles Salter"

"J. W. Blain"

2.2 DYNAMIC FUND OF CANADA LTD.

Headnote

Section 109 Order granting relief from section 107 of the Securities Act, respecting a mutual fund's investment in a company which in turn becomes securityholder of the management company, albeit indirectly.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466

AND

IN THE MATTER OF DYNAMIC FUND OF CANADA LTD.

ORDER
(Section 109)

UPON the application of Dynamic Funds Management Ltd. ("DFML") on behalf of Dynamic Fund of Canada Ltd. ("Dynamic") to the Ontario Securities Commission (the "Commission") pursuant to section 109 of the Securities Act, R. S. O. 1980, c. 466 (the "Act") for an Order that section 107 of the Act does not apply to the continued holding by Dynamic of 65,000 common shares and 70,000 Class A shares of Crownx Inc;

AND UPON DFML representing to the Commission that:

1. DFML is a registered securities dealer pursuant to the provisions of the Act.
2. DFML is the duly appointed manager of Dynamic which is, in turn, a mutual fund pursuant to the provisions of the Act.
3. DFML is an 85% owned subsidiary of Beutel, Goodman & Company Ltd. ("BG"), which is, in turn, a registered adviser pursuant to the provisions of the Act and which provides investment advice to DFML and Dynamic.
4. Crownx Inc. is a reporting issuer pursuant to the provisions of the Act, the common shares and Class A shares of which are listed on The Toronto Stock Exchange.
5. Crownx Inc. has agreed to acquire approximately 40% of the common shares of BG rateably from the holdings of the existing shareholders of BG.
6. Dynamic presently owns 65,000 common shares and 70,000 Class A shares of Crownx Inc. (collectively, the "Crownx Shares"), representing approximately 0.6% and 0.4%, respectively, of the issued and outstanding shares of each of such classes.

AND UPON the Commission being satisfied that the continued holding by Dynamic of the Crownx Shares represents the business judgment of responsible persons uninfluenced by considerations other than the best interests of Dynamic;

IT IS ORDERED THAT section 107 of the Act does not apply to the continued holding by Dynamic of the said Crownx Shares.

AND IT IS FURTHER ORDERED that National Policy 11 does not apply to the acquisition by Crownx Inc. of the common shares of BG.

February 13, 1985.

"Charles Salter"

"J. W. Blain"

2.3 NATIONAL BANK OF CANADA

Headnote

Section 73 - Ruling by the Commission that trades in warrants which were previously issued by the applicant pursuant to a short form prospectus and which entitle the holders to acquire certain Government of Canada Bonds are not subject to section 24 of the Act, provided that the trades are effected by or through certain persons or companies described in the Ruling.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466

AND

IN THE MATTER OF NATIONAL BANK OF CANADA

RULING
(Section 73(1))

UPON the application of National Bank of Canada (the "Bank") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, c.466, as amended (the "Act"), that trades in warrants issued by the Bank (the "Bond Purchase Warrants") which entitle the holders to purchase up to \$50,000,000 11-3/4% Government of Canada Bonds due March 1, 1995 (the "11-3/4% Bonds") are not subject to section 24 of the Act;

AND UPON reading the application and the recommendation of staff of the Commission;

AND UPON it being represented to the Commission that:

- (a) The Bank, a chartered bank governed by the Bank Act (Canada), is a reporting issuer, as defined in the Act, and is not in default of any of the requirements of the Act or the regulations thereto;
- (b) Pursuant to a short form prospectus dated January 10, 1985 in respect of which the Commission issued a receipt on January 11, 1985, the Bank issued, among other things, 50,000 Bond Purchase Warrants which have been listed for trading on the Montreal Exchange;
- (c) The Bank has made application to list the Bond Purchase Warrants for trading on The Toronto Futures Exchange (the "TFE");
- (d) Each Bond Purchase Warrant entitles the holder, on or before January 23, 1990, to purchase from the Bank \$1,000 principal amount of 11-3/4% Bonds at a price of \$1,002.50, provided that in the event that the Bank is unable to deliver the 11-3/4% Bonds, the Bank may deliver in lieu thereof an equal principal amount of 12-1/4% Government of Canada Bonds due February 1, 1995 (the "12-1/4% Bonds") at a purchase price calculated to provide a yield to maturity equal to that which would be received on the 11-3/4% Bonds; and

- (e) Trades in the 11-3/4% Bonds or 12-1/4% Bonds to be issued upon the exercise of the Bond Purchase Warrants will be exempt from the registration and prospectus requirements of the Act by virtue of subparagraph 34(2)1(a) and clause 72(1) (a), respectively, of the Act;

AND UPON the Commission being satisfied that to so rule would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that trades in the Bond Purchase Warrants are not subject to section 24 of the Act, provided that such trades are effected by or through:

1. Dealers who are registered under the Act;
2. Dealers who are registered under the Commodity Futures Act, R. S. O. 1980, c. 78;
3. Persons or companies who are Institutional Trader Members of the TFE, as defined in the By-laws of the TFE, acting in accordance with the By-laws of the TFE, provided that such Institutional Trader Members are effecting trades in the Bond Purchase Warrants as agent solely on behalf of hedgers (as hereinafter defined) and provided further that the Bond Purchase Warrants are listed for trading on the TFE; and
4. Persons or companies who are Restricted Trader Members or Unrestricted Trader Members of the TFE, as defined in the By-laws of the TFE, acting in accordance with the By-laws of the TFE, provided that the Bond Purchase Warrants are listed for trading on the TFE;

AND, for purposes of this Ruling, a hedger is a person or company who carries on commercial activities and, as a necessary part of these activities, becomes exposed from time to time to a risk attendant upon fluctuations in the price of an underlying interest and offsets that risk through trading in warrants on the underlying interest or related underlying interest whether or not any particular trade is effected for that purpose, but a person or company is a hedger only as to trades in warrants for such underlying interest or related underlying interest.

April 30, 1985.

"Charles Salter"

"J. W. Blain"

2.4 WARREN EXPLORATIONS LIMITED

Headnote

Section 73 - The Applicant issued units pursuant to clause 14(g) of the Regulation which units consisted of the right to earn convertible redeemable retractable preferred shares (the "Preferred Shares"), which were convertible into common shares. The Preferred Shares were to be issued pursuant to subparagraph 71(1)(f)(iii) of the Act, as were the common shares.

The Commission granted the ruling on condition, inter alia, that the hold period applicable to the Preferred Shares must have elapsed since the date of the acquisition of the Units before a first trade in the common shares could be made.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466

AND

IN THE MATTER OF WARREN EXPLORATIONS LIMITED

RULING
(Section 73)

UPON the application of Warren Explorations Limited ("Warren") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, c. 466 (the "Act") that certain first trades in common shares (the "Common Shares") of Warren are not subject to section 52 of the Act;

AND UPON reading the application and recommendation of the staff of the Commission;

AND UPON it being represented that:

1. Warren is a corporation continued under the laws of Alberta;
2. Warren is a reporting issuer in Ontario and Alberta;
3. the Common Shares of Warren are listed and posted for trading on The Toronto Stock Exchange;
4. Warren is offering in the Provinces of Ontario and Alberta pursuant to the exemption contained in clause 14(g) of the Regulation to the Act and the equivalent exemption in Alberta, Units consisting in part of rights to acquire 10% Cumulative Convertible Redeemable Retractable Second Preferred Shares, Series A (the "Series A Preferred Shares"); and
5. the Series A Preferred Shares are convertible into Common Shares;

AND UPON the Commission being satisfied that to grant this ruling would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that the first trades in Common Shares acquired on the conversion of Series A Preferred Shares which were acquired pursuant to the right to earn such shares described in paragraph 4 of this ruling are not subject to section 52 of the Act, provided that:

- (a) at the time of such first trade, the Company is a reporting issuer and is not in default of any requirement of the Act or the Regulation;
- (b) the applicable hold period has elapsed from the date of the acquisition of the right to earn the Series A Preferred Shares by the vendor;
- (c) the vendor files with the Commission a report of the first trade in the prescribed form within 10 days of the trade;
- (d) such trade is not a distribution as defined in sub-paragraph 1(1)11(iii) of the Act; and
- (e) no effort is made to prepare the market or create a demand for the Common Shares and no extraordinary commission or consideration is paid in respect of such trade;

And for the purposes of paragraph (b) of this ruling, the term "hold period" means that period of six, twelve or eighteen months which would be applicable to the Common Shares had they been acquired directly pursuant to an exemption referred to in subsection 71(4) of the Act.

April 30, 1985.

"Charles Salter"

"J. W. Blain"

2.5 BANK OF BRITISH COLUMBIA

Headnote

Section 73 - Ruling by the Commission that the first trade in common shares to be issued by the applicant to two residents of the United States in reliance on the provisions of the Interpretation Note of the Commission regarding Distributions of Securities outside Ontario will not be subject to section 52 of the Act, provided such first trade is not a distribution as defined in subparagraph 1(1)11(iii) of the Act.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF BANK OF BRITISH COLUMBIA

RULING
(Section 73 (1))

UPON the application of the Bank of British Columbia (the "Bank") to the Ontario Securities Commission (the "Commission") pursuant to subsection 73(1) of the Securities Act, R. S. O. 1980, c.466, as amended (the "Act") for a ruling that the first trade in common shares of the Bank ("common shares") which are proposed to be issued by the Bank to two residents of the United States will not be subject to section 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON the Bank having represented to the Commission that:

1. The Bank is a chartered bank subject to the provisions of the Bank Act (Canada) and is a reporting issuer under the Act not in default of any requirements of the Act or the regulations made thereunder;
2. On November 22, 1984, the Bank completed the issue to certain individual and institutional investors of 12,000,000 common shares in reliance upon the exemption from the prospectus requirements of the Act contained in clause 71(1)(d) of the Act and, by a ruling of the Commission dated November 1, 1984, first trades in such common shares made after January 7, 1985 are not subject to section 52 of the Act notwithstanding the provisions of subsection 71(4) of the Act;
3. By prospectus dated January 4, 1985 (the "Prospectus"), the Bank qualified the distribution of up to 19,000,000 common shares, 13,871,568 of which were offered to holders of record of common shares on a specified date (other than shareholders whose recorded addresses were in the United States or any territory or possession thereof and shareholders to whom subsection 110(5) of the Bank Act (Canada) applied) who were granted the right to subscribe for additional common shares on a specified basis and 5,128,432 of which

(together with any common shares not subscribed for by such holders of record) were offered to the public;

4. Of the 19,000,000 common shares qualified for distribution by the Prospectus, 13,525,000 common shares were subscribed for by investors;
5. The Bank has entered into agreements in principle (the "Share Purchase Agreements") with each of two residents of the United States (the "U. S. Purchasers") providing for the issuance by the Bank to the U. S. Purchasers of 307,496 common shares and 126,074 common shares, respectively, in each case at a price of \$5.85375 per share, which transactions do not involve trades in Ontario;
6. The price of \$5.85375 per share is equivalent to the offering price under the Prospectus of \$6.00 per share less \$0.14625 per share, being the value per share of the dividend declared on the common shares of the Bank to holders of record on March 12, 1985;
7. The U. S. Purchasers have represented to the Bank in the Share Purchase Agreements that the common shares subscribed for by each are being purchased for investment purposes and not for resale; and
8. The Bank has delivered a copy of the Prospectus to each of the U. S. Purchasers and will grant to the U. S. Purchasers those rights which were afforded investors who purchased under the Prospectus and there has been no material change in the business or affairs of the Bank which would require an amendment to the Prospectus as of the date of this Ruling;

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to subsection 73(1) of the Act that the first trade in common shares to be issued by the Bank to the U. S. Purchasers under the Share Purchase Agreements will not be subject to section 52 of the Act, provided such first trade does not constitute a distribution as defined in subparagraph 1(1)11(iii) of the Act.

April 30, 1985.

"Charles Salter"

"J. W. Blain"

CHAPTER 3

REASONS: DECISIONS, ORDERS, RULINGS

3.1 UNION ENTERPRISES LTD. /UNICORP CANADA CORPORATION

The following is an insert of the Reasons for Union Enterprises Ltd. and Unicorp Canada Corporation.



Ontario
Securities
Commission

416/963-

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Toronto, Ontario
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IN THE MATTER OF THE SECURITIES ACT
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF UNION ENTERPRISES LTD.

AND

UNICORP CANADA CORPORATION

(Application under Section 99(e) and
application to invoke Section 123)

Hearings: February 8, 9, 11, 12, 13 and 14, 1985

<u>Present:</u>	C.R.B. Salter, Q.C.	-	Vice-Chairman
	J.W. Blain, Q.C.	-	Commissioner
	A.T. Holland	-	Commissioner
	R.J. Kane, F.C.A.	-	Commissioner
	D.C.H. Stanley	-	Commissioner
	Lorie Waisberg, Q.C.)	for Unicorp Canada
	Richard Storrey)	Corporation
	Earl I. Rotman)	
	J.W. Brown, Q.C.)	for Union Enterprises
	J.T. Evans)	Ltd.
	John F. Petch, Q.C.)	for Gordon Capital
	Brian G. Morgan)	Corporation and
	Richard A. Lococo)	Midland Doherty
	Bruce Bailey)	Limited
	Howard L. Beck, Q.C.)	for McLeod, Young,
	William Gula)	Weir Limited and
)	Dominion Securities
)	Pitfield Limited
	Ermanno Pascutto)	for the Commission
	Harry Malcolmson)	staff
	R. Bret Mecredy-Williams)	

This is an application by Unicorp Canada Corporation ("Unicorp") to determine, pursuant to section 99(e) of the Securities Act, R.S.O. 1980, c. 466 (the "Act"), whether, in making certain stock exchange purchases of common shares of Union Enterprises Ltd. ("Union") for cash, and in making a subsequent share exchange offer to all shareholders of Union to acquire any and all common shares of Union, Unicorp has complied with section 91(3) of the Act. This is also a request by Union that the Ontario Securities Commission ("Commission") issue a cease trade order to prevent Unicorp from proceeding with its share exchange offer based on the allegation by Union that, among other things, Unicorp has contravened section 91(3) of the Act. Section 91(3) of the Act reads as follows:

"(3) Subject to any decision of the Commission under section 99, where a take-over bid or an issuer bid is made, all holders of the same class of securities shall be offered the same consideration and no collateral agreement with any such holders shall have the effect, directly or indirectly, of offering such holders a consideration of greater value for their securities than that offered to the other holders of the same class of securities."

An outline of the facts which give rise to the applications follows. Unicorp first evidenced an interest in Union in June, 1984, Union's business then being carried on by Union Gas Limited ("Union Gas" or "Union"), when it bought 100 common shares of Union Gas. These shares were bought in order to add Union to the "intelligence" portfolio kept by Unicorp so that Unicorp would receive communications from Union to its shareholders. According to Mr. James W. Leech, the president and a director of Unicorp, the shares were bought following the issue of a press release stating that Union proposed to reorganize its business into regulated and non-regulated activities, the former being carried on in a subsidiary and the latter in a parent corporation and in other subsidiaries. Mr. Leech thought this change might create a situation in Union of interest to Unicorp following the experience of Northern and Central Gas Corporation, Consumers Gas and Bell Canada after a similar reorganization.

Shortly after his appointment as president of Great Lakes Group Inc. ("Great Lakes") the holder through a subsidiary of 5,290,100 shares of Union Gas, the largest

block in the hands of any single shareholder, Mr. K.R. Clarke received a note of congratulations from Mr. Leech with a notation that he would like to get together with Mr. Clarke over coffee to discuss mutual areas of possible business. As a result, Messrs. Clarke and Leech met in mid-November, 1984. They talked about a number of matters and during the course of the conversation the share position held by Great Lakes in Union arose. According to the evidence of Mr. Clarke he indicated that this 16.3% position was too small to be considered a strategic holding and too large to be considered a portfolio holding, and that Great Lakes would have to take some action with respect to it at some point. Mr. Clarke believes he indicated to Mr. Leech that Great Lakes would probably be a seller for around \$12.50 cash or cash equivalent.

Mr. Leech subsequently met with Mr. Jack Cockwell of Great Lakes about the third or fourth week of November, 1984. Mr. Leech said he gained the impression from Mr. Cockwell that Union did not provide a "fit" with the plans of Great Lakes. Mr. Cockwell apparently also indicated that Great Lakes would be a seller of the Union block at around \$12.50 cash or cash equivalent.

Mr. Leech advised that on or about December 2, 1984 he met with representatives of Gordon Capital Corporation ("Gordon") and during the meeting the matter of Union was brought up. Mr. Leech advised that he gave Gordon the assignment to see if Unicorp could acquire in the market between 5% and 10% of the outstanding common shares of Union. Mr. Leech stated that Gordon reported back that there was a good possibility of acquiring 5%-10% of the shares of Union without putting undue pressure on the market. Unicorp decided not to do anything at this time pending completion of the reorganization of the business of Union above referred to.

On January 8, 1985, following the completion of the reorganization of Union and after further consultation with Gordon, Unicorp instructed Gordon to purchase 3,000,000 shares of Union (slightly less than 10%) on its behalf at a price not to exceed \$13.00 per share. Gordon had tried to solicit interest at \$12.50 per share but there were not sufficient sellers at this price to enable Gordon to fill the order. Gordon filled the order on January 9, 1985 primarily by means of a cross or put-through on the floors of The Toronto Stock Exchange ("TSE") and the Montreal Exchange ("ME"). The evidence was that Gordon actively canvassed institutional investors whom they knew held stock of Union to sell at \$13.00, resulting in sales by approximately 50 different accounts. It is not known how many investors were

canvassed who elected not to sell, although there were at least two, National Victoria and Grey Trust Company ("National Victoria") and the discretionary accounts under the management of Rogan Investment Management Ltd. Under the rules of the TSE and ME before the cross or put-through could be made, it was first necessary for Gordon to acquire all shares which were then being offered at prices less than or equal to the cross price. This we were informed resulted in the purchase by Gordon on the floor of the TSE of approximately 318,000 shares in more than 55 separate transactions and the purchase on the floor of the ME of 13,000 shares in more than eight transactions. In addition, to fill the order completely, Gordon incurred a short position of some 132,000 shares, a fact which was not reported to Unicorp.

Unicorp financed the purchase of shares of Union effected on January 9, 1985 by means of a bank loan which it arranged through Continental Bank of Canada. The loan agreement between Unicorp and the bank, dated December 31, 1984, provides for a revolving investment line of credit in an amount of up to \$40,000,000 "to enable Unicorp to acquire for investment up to 3,200,000 common shares of Union Enterprises Ltd.".

A few days later Gordon reported to Unicorp that it could acquire further shares of Union. As a result, on January 15, 1985 200,000 additional shares were bought by Unicorp at a price of \$12.50 per share, all of them representing a short sale by Gordon, and on January 22, 1985 a further 1,300,000 shares were acquired at a price of \$13.00 per share. Of the 1,300,000 shares confirmed to Unicorp by Gordon on January 22, 1985, 522,000 represented a cross or put-through of shares acquired from 4 institutional investors, 75,900 were acquired from member firms in several individual transactions required to "take-out" all the TSE and ME offerings at or below \$13.00, and 702,100 represented a short position incurred by Gordon to complete the order. Again it is not known how many institutional investors or investment managers were canvassed by Gordon but declined to sell, although at least the same two, National Victoria and Rogan Investment Management Ltd., again declined.

The shares of Union purchased by Unicorp on January 15, 1985 and January 22, 1985 were financed from the proceeds of an additional bank loan made to Unicorp by Continental Bank of Canada. The loan agreement between Unicorp and the bank, dated January 14, 1985, provides for a revolving investment line of credit of up to \$20,000,000 "to enable Unicorp to acquire for investment up to 1,500,000 shares of Union Enterprises Ltd.".

The evidence before us is that a cross or put-through is not an unusual method of effecting trades on the TSE and ME and that the procedure followed by Gordon, in effecting the particular crosses, complied completely with the requirements of the TSE and ME. Gordon's widely recognized expertise in assembling large blocks of stock was referred to by a number of witnesses.

It is also clear on the evidence that Unicorp gave no instructions to Gordon as to whom it should approach to fill the Unicorp orders, that Unicorp was not aware of the identity of the sellers, and that the sellers were not aware of the identity of Unicorp as purchaser. There is some evidence that, at least by implication, Gordon knew it was not to approach Great Lakes.

A meeting of the board of directors of Unicorp was held on Wednesday, January 23, 1985. The minutes of this meeting, which were filed as part of Exhibit 2, disclose that management was authorized to have discussions with Great Lakes and National Victoria with a view to determining whether either would be interested in

- (a) acquiring Unicorp's interest in Union,
- (b) selling their interest in Union to Unicorp,
- (c) co-operating to sell their blocks together to a third party, or
- (d) co-operating as major shareholders in taking a more active role in the affairs of Union.

Mr. Leech met with representatives of Great Lakes on January 24, 1985. These representatives again advised Mr. Leech that Union was not a strategic investment of Great Lakes and it was the long term objective of Great Lakes to sell. Mr. Leech testified that the conversation quickly turned into a discussion of Great Lakes selling its interest in Union to Unicorp. Mr. Leech advised the Great Lakes representatives that he could not purchase for cash but that he thought he could put together an attractive package of securities. The representatives of Great Lakes indicated that if such a package were offered to them they would require 24 hours to analyze it and to call a board meeting to reach a decision as to its acceptability.

A meeting of the board of directors of Unicorp held on January 28, 1985 authorized Mr. Leech to make a

firm proposal on behalf of Unicorp to GLN Investments Ltd. ("GLN"), a subsidiary of Great Lakes, offering to acquire the 5,290,100 shares of Union (16.3%) owned by GLN in exchange for retractable preference shares of Unicorp and warrants to purchase Class A Non-Voting Shares of Unicorp. The basic attributes of the preference shares were also approved by the board. On January 29, 1985 Mr. Leech presented the offer to Great Lakes, and this offer was accepted on January 30, 1985 following a meeting of directors of Great Lakes. The offer provided that, if by February 15, 1985, Unicorp made a take-over bid on the terms outlined in the offer to acquire any and all of the outstanding common shares of Union, GLN would promptly deposit its shares of Union under the bid and would not withdraw those shares unless Unicorp abandoned the bid or failed to take up and pay for shares of Union in accordance with the terms of the bid. In other words, GLN agreed to "lock itself in" to the Unicorp bid. Mr. Clarke testified that, in the opinion of management of Great Lakes, the securities offered by Unicorp had a range of value from \$12.50 per Union share to \$13.50 per Union share, consistent with the objective of Great Lakes of a sale at \$12.50 per share cash or cash equivalent.

The take-over bid was subsequently made by Unicorp by a take-over bid circular dated February 1, 1985.

Much evidence was adduced about the intention of Unicorp to make the take-over bid and specifically when such intention was formed.

Mr. Connacher, the chairman and chief executive officer of Gordon, testified that one of the options discussed with Mr. Leech at some time after January 9, 1985 but prior to January 22, 1985 was a take-over bid and that the traders of Gordon, in respect of the purchases made for Unicorp on January 22, 1985, were armed with the knowledge that there was the possibility that one of the subsequent alternatives available to the purchaser was a take-over bid. Mr. Rogan, the president and owner of Rogan Investment Management Ltd., testified that, when he was contacted by a Gordon trader prior to the purchases on January 22, he was told that it would be the last opportunity he would have to obtain cash and that a follow-up was coming which would not be as attractive. Mr. Duncan Baillie, the senior vice-president, investments of National Victoria, testified as to the efforts made by Gordon to acquire the shares of Union owned by National Victoria or held in its various estate, trust and agency accounts. National Victoria was contacted on January 23, 1985 (after the cross on January 22, 1985). Mr. Baillie said he thought Gordon had sold short to meet its

commitment on January 22. National Victoria was told on January 23 that the next offer would be paper. Mr. Leech maintained that the intention to make a take-over bid did not arise until after the transaction with Great Lakes was in place and that prior to that time a take-over bid was only one of the several options Unicorp was considering.

Commission Policy 9.3 is entitled "Take-Over Bids - Miscellaneous Guidelines". It is divided into three parts: Part A entitled "Private Agreements During Take-Over Bid", Part B entitled "Private Agreement Prior to a Take-Over Bid or Issuer Bid - Linked Transactions" and Part C entitled "Securities Exchange Take-Over Bids - Market Support, Maintenance and Stabilization vs. Market Balancing Transactions in Accordance with Stock Exchange Rules".

Part A of Policy 9.3 provides that the private agreement exemption contained in section 88(2) of the Act is not available, in the opinion of the Commission, to an offeror while that offeror has a circular bid outstanding. Part A of Policy 9.3 provides in section 3 that prima facie crosses, put-throughs and any other pre-arranged trades are a form of private agreement.

Part B of Policy 9.3 provides in section 3 thereof as follows:

"3. It is also recognized that an offeror will commonly purchase securities pursuant to a private agreement or private agreements prior to making the actual take-over bid. If such private agreements constitute a take-over bid exempted from the requirements of Part XIX by section 88(2)(c) and a follow-up offer is required pursuant to section 91(1), there appears to be no problem. But where the private agreements do not constitute a take-over bid or where it is exempted under section 88(2)(c) and no follow-up offer is required to be made, the Commission is concerned for the equal treatment of the remaining shareholders during a subsequent take-over bid. It is the view of the Commission that when such private agreements are entered into by a purchaser with the intention of making a take-over bid at a later date, they should be considered in determining whether

the same consideration is being offered to all holders of the same class of securities for the purpose of section 91(3). For this purpose, the Commission will presume that this intention existed at the time of the private agreement where the announcement of the take-over bid is made within 180 days of the date of the private agreement. This presumption may be rebutted upon an application under section 99."

Part B of Policy 9.3 represents the concept of pre-bid integration.

It is noted that Bill 159, which received first reading on December 13, 1984, being a bill to repeal present Part XIX of the Act and replace it with a new Part XIX, does not contain provision for pre-bid integration. This policy issue was discussed by the Commission in its commentary on the draft legislation published in the Bulletin of August 10, 1984. We repeat and endorse the comments made at that time (p.1-414):

" The concept of pre-bid integration set out in Part B of Ontario Policy Statement 9.3 and recommended in the Practitioners' Report was endorsed by the Administrators...

The Practitioners' Report recommended that the concept of pre-bid integration be incorporated into the statute by way of specific and detailed provision. The Administrators were concerned that attempting to codify the concept with specific rules and limitations could lead to significant difficulties. On the other hand, there was concern that general language stating that reference should be made to the price paid in previous private transactions in determining whether all shareholders are being offered the identical consideration in a bid would create an unacceptable level of uncertainty for offerors. At present the Draft contains neither the detailed provisions recommended in the Practitioners' Report nor

general language. However, the Commission proposes to retain Part B of Policy Statement 9.3 in its present form."

For Unicorp it is argued that the purchases made by Gordon on its behalf on January 9, 15 and 22 did not constitute private agreements and in any event the reference to put-throughs and crosses in Part A of Policy 9.3 is not applicable to Part B of Policy 9.3. For Union it is argued that the reference to crosses and put-throughs in Part A is applicable to Part B and in any event the purchases made by Gordon were private agreements made at a time when Unicorp had formed an intention of making a take-over bid.

The term "private agreement" is not defined in the Act, the Regulations under the Act or the policy statements of the Commission. Presumably it is a coined phrase to represent a transaction or transactions of the type or kind referred to in section 88(2)(c) of the Act which exempts a take-over bid from the requirements of Part XIX of the Act where "it is an offer to purchase securities by way of agreements with fewer than fifteen security holders and not made pursuant to an offer to security holders generally". The purchases made on behalf of Unicorp by Gordon in our view can hardly be called private agreements. They were made in accordance with the rules of the TSE and ME through the facilities of the TSE and ME. Gordon was required to take out all outstanding offers on the floor at a price less than or equal to the cross price. Gordon canvassed institutional investors extensively. There were numerous transactions required to fill the Unicorp order. Unicorp did not know the sellers and the sellers were unaware that Unicorp was the buyer. In our view, under all the circumstances, the purchases did not represent "private agreements". We do not say that a cross or a put-through may not represent, under proper circumstances, the execution of a private agreement; in the circumstance here prevailing it is our view that there were no private agreements. We hold this view both as to the purchases made by Gordon as agent for Unicorp and as to the short sales made to Unicorp by Gordon acting as principal. There was no evidence before us bringing home to Unicorp knowledge of the short position assumed by Gordon, and certainly no evidence that Unicorp knew of Gordon's intention to provide Union shares to Unicorp by itself going short. Gordon's short sales on January 9, 15 and 22 have since been covered by purchases in the market. They have all of the attributes of normal market transactions. They do not, in the circumstances of this case, take on the attributes of private agreements.

It seems to us that the reference to crosses and put-throughs in Policy 9.3 should be taken as applicable to both Part A and Part B of the Policy, but should not be taken as doing more than creating a rebuttable presumption: crosses and put-throughs are presumed to represent (as they may often do) the execution of a private agreement for the purchase and sale of a block of securities. In the present case, Unicorp has successfully rebutted that presumption.

Mr. Beck agreed that the Commission could not compel Unicorp to make a cash bid at a price of \$13.00 per share - this is not a case under section 91(1) where a follow-up offer is required - and that the most the Commission could do, if Policy 9.3 were to apply, is to cease trade the bid, presumably for six months from the time the last of the purchases was made. Unicorp would then be free to launch an identical bid although it would not be obliged to do so. Mr. Beck would seem to be arguing that the shareholders of Union should be deprived of their choice as to whether to accept or reject the Unicorp bid. This seems an unusual and inappropriate argument to us.

We hold that the purchases made by Unicorp, being 100 shares of Union Gas in June, 1984 and 4,500,000 shares of Union (through and from Gordon) in January, 1985 did not constitute private agreements for the purposes of Part B of Policy 9.3 and that Unicorp, in making these purchases and its subsequent take-over bid, did not breach section 91(3) of the Act. In view of our finding that the purchases of Union stock by Unicorp did not constitute private agreements, it became unnecessary for us to determine if Unicorp had the intention of making a take-over bid at the time of any of such purchases. Accordingly, we declined to issue a cease trading order which would prevent the bid from proceeding.

Much evidence was adduced at the hearing about the trading activities, both before and after the bid was made on February 1, of Gordon and Midland Doherty Limited ("Midland"), the agents appointed by Unicorp to solicit acceptances of the bid. It was argued that these activities gave a deceptive appearance to the market for Union shares and was therefore manipulative.

With respect to Midland, the evidence discloses that it traded a total of 50,400 shares of Unicorp during December, 1984 and January, 1985, or slightly less than 50% of the total number of shares traded during the period. Evidence was given that Midland had been the fiscal agent of Unicorp for 5-6 years and had acted as

underwriter for Unicorp during this period, one of its principal officers being a director of Unicorp for most of this period. In October and December, 1984 it issued research reports on Unicorp containing a recommendation to purchase. All trades made by Midland during the period under review were agency trades on behalf of clients and represented a mixture of buy and sell orders. It is difficult to see how agency trading of this kind could amount to a deceptive or manipulative practice. Indeed Mr. Beck in his argument made no such suggestion.

With respect to Gordon, it traded 2,200 shares of Unicorp during December 1984. Here again these trades were carried out as agent and even if they had been transacted on a principal basis, it is difficult to conclude there would have been any manipulative effect. Gordon traded 75,300 shares of Unicorp on February 4, 1985, including a block of 75,200 shares for an institutional investor which gave Gordon an unsolicited order. These trades were agency trades and again could not be said to be deceptive or manipulative.

During the period from January 30, 1985 to February 5, 1984, Midland traded an aggregate of 90,905 shares of Union in a total of 172 trades. Again all of these trades were carried out on an agency basis. According to material filed by Gordon, during the period from January 29, 1985 to February 7, 1985 Gordon purchased a total of 331,423 shares as principal, sold 99,611 shares as principal and carried out transactions in 60,000 shares as agent. Some of the purchases as principal were consummated with the obvious purpose of covering the short position incurred by Gordon in completing the orders given by Unicorp. Other purchases as principal and sales as principal were undoubtedly made in Gordon's capacity as one of the "market makers" in the shares of Union on the TSE.

There was no complaint about the shares of Union traded by Gordon as agent or in its capacity as market maker. It was alleged however that the trades made by Gordon to cover its successive short positions may have had the effect of maintaining the price of Union shares above that which might otherwise have existed, thereby enhancing the perceived value of the securities offered by Unicorp pursuant to the bid.

There was no reference in the Unicorp take-over bid circular to the short position of Gordon. There was no evidence before us that Unicorp knew of the short position. We are unable to determine the effect on the market of Gordon subsequently covering that position, a process which was completed by February 13, 1985. Under

these circumstances the Commission feels that the Unicorp take-over bid circular should be amended to refer to the short position, the efforts of Gordon to cover the short position, and the possible effect of such efforts on the market for shares of Union. Such an amendment would ordinarily require a new right of withdrawal extending for a period of 10 days from the date of the mailing of the amendment, and the extension of the bid for 21 days from that date. Considering all the circumstances, the Commission feels that those time periods should be shortened. Accordingly, all holders of Union shares are to have a right of withdrawal for a period of 5 business days after the mailing of the amendment. The period of time during which the bid may remain open for acceptance may be shortened, at the option of Unicorp, to a date which is not less than 10 business days after the mailing of the amendment.

DATED at Toronto this ¹⁴26 day of April, 1985.

Charles L. L. L.

R. J. Kane

J. W. Blain

A. T. Howard

David A. S. S.

CHAPTER 4

CEASE TRADING ORDERS - SECTION 123

4.1 RESCINDING ORDERS

4.1.1 BEAVER ENERGY RESOURCES INC.

BEAVER ENERGY RESOURCES INC.

The cease trading order dated April 3, 1985, and continued April 17, 1985, was rescinded April 26, 1985, the company being now up to date with its filings.

CHAPTER 5
POLICIES (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 6
REQUESTS FOR COMMENTS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 7
INSIDER TRADING REPORTS

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security, the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly, the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP	(appearing after the name reported)
"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

No Symbol - Securities are beneficially owned directly.

Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

No Symbol-	purchase or sale	"M"	- internal
"A"	- bequest or inheritance	"Q"	- qualifying shares
"C"	- compensation	"R"	- redeemed (called, matured)
"E"	- exchange or conversion	"T"	- stock dividend
"F"	- exercise of rights, etc.	"V"	- stock split
"G"	- gift	"X"	- exercise of option
"IR"	- initial report	"Z"	- distribution

*Returned for reconciliation purposes.

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ABERFORD RESOURCES LTD	Chippindale, Alan Savings Plan	ABERFORD RES LTD		Mar/85	1		6875	---
	Findlay, Randall J Savings Plan		S	Mar/85				171
	Findlay, Randall J	ABERFORD RES. PREF SRS X	S	Apr/85	1	39		248
	Maureau, Gerrit T. F. M.	ABERFORD RES LTD	S	Apr/85	5000			10000
ALCAN ALUMINUM LIMITED	Rowbotham, David W	ABERFORD RES. PREF SRS X	S	Apr/85	10000		5000	---
	Birkett, Caryll Wreford	ABERFORD RES LTD	S	Apr/85	2500		2500	15000
	Black, Archibald Fairbairn	ALCAN ALUM LTD	S	Mar/85	14			300
	Gentles, Roy Allan Wife		S	Mar/85	16			1835
AMCA INTERNATIONAL LIMITED	Blades, D. Nolan Amended	A M C A INTL LTD SRS 1 PFD	S	Mar/85	T	6		5001
	Clark, Donald H. Amended		S	Mar/85	T 1	6		505
	Manley, Michael William	AMERICAN OAKWOOD ENERGY LTD	SI	Mar/85	IR			537
	Challisbury Developments Limited	AMERICAN OAKWOOD ENERGY LTD	D	Mar/85				15000
ATLAS YELLOWKNIFE RESOURCES LIMITED	Andrusiak, Earl Vernon	ATLAS YELLOWKNIFE RES LTD	D	Mar/85		6000		46367
BANK OF BRITISH COLUMBIA	Austin, Jack	BANK B C	S	Apr/85	1	1623667		256000
	Buell, Thomas Allan		S	Apr/85	T	90		228740
	Byrn, Gordon S.		D	Mar/85	T	250		1806167
	Dobb, Victor		S	Mar/85	T	116		3718
BANK OF MONTREAL	Fouks, Arthur Sonjan Enterprises Ltd		S	Mar/85	T	12		10250
	Mitchell, Arthur Hoadley		S	Mar/85	T	37		9772
	Wallace, Gordon Ronald		D	Apr/85	T	116		512
	Tucher, Hans-Martin	BANK OF MONTREAL	D	Mar/85	T 1	504		10037
BANK OF NOVA SCOTIA, THE	Kavanagh, Richard J.	BANK NOVA SCOTIA	S	Mar/85	T	84		4782
	Pentacle Petroleum Resources Inc.	BLACKSTONE EXPL INC VTG PFD	B	Mar/85	T	204		20704
	Gillespie, F.K.Roy	BONANZA RES LTD	DS	Mar/85	T	84		8364
	Garrett, Catherine J. 1979 Employee Share Purchase Plan	BRAMALEA LTD	S	Dec/84	90			2680
BLACKSTONE EXPLORATIONS INC	Garrett, Catherine J. 1981 Employee Share Purchase Plan		S	Apr/85			2000	148
BONANZA RESOURCES LTD.				Apr/85	IR			---
BRAMALEA LIMITED				Apr/85			100000	500000
				Mar/85			560	202363
				Mar/85	1			66
				Mar/85				7838
				Mar/85	1			4464

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BRAMALEA LIMITED (Continued)	Garrett, Catherine J. 1983 Employee Share Purchase Plan	BRAMALEA LTD	S	Mar/85	I			14656
BREAKWATER RESOURCES LTD.	Peter, Dieter Merfin Management Limited	BREAKWATER RES LTD	DB	Mar/85 Mar/85	I I	125800	1000 12000	64000 760210
BROULAN RESOURCES INC	Counselling Foundation of Canada, The Amended	BROULAN RES INC	B	Mar/85		798		1956131
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	Jolicoeur, Roland	CADILLAC FAIRVIEW LTD	S	Mar/85			4250	5000
CAE INDUSTRIES LTD.	Koerner, Michael Milan Nazca Holdings Ltd. RRSP	C A E INDS LTD	D	Mar/85 Mar/85	T 1 I	2		3006 1000
CAMPEAU CORPORATION	Walker, Timothy J. Share Purchase Plan	CAMPEAU CORP SUB VTG	S	Apr/85 Apr/85	I I	15		100 46252
CANADA NORTHWEST ENERGY LIMITED	Khan, Jaffar M. Share Purchase Plan	CANADA NORTHWEST ENERGY LTD	S	Mar/85 Mar/85	I	273		79249 8512
CANADA PACKERS INC.	Schringer, James K.	CANADA PACKERS INC	S	Feb/85 Mar/85		(176)	500	3620
CANADIAN CURTISS-WRIGHT LIMITED	Cedcasac Holdings Inc. Stewart, Timothy Clair Indirect Holding		B DI	Feb/85 Feb/85	IR IR IR1			1398928 49200 708
CANADIAN IMPERIAL BANK OF COMMERCE	Cole, William Podolak, William Basford, Stanley Ronald RRSP	CANADIAN CURTISS WRIGHT LTD CDN IMP BK COMM CDN IMP BK COMM \$2.05 PFD CDN IMP BK COMM	S S D	Apr/85 Apr/85 Mar/85 Mar/85	X X I I	600 600 400		1200 1200 400 100 100
CANADIAN TIRE CORPORATION LIMITED	Cooper, William P. Cooper Construction Company Limited Gesua, Daniel Quinn, John J. RRSP	CANADIAN TIRE LTD CL A Indirect Holdings Hicks, Dereck Archibald Sons	D S	Mar/85 Mar/85 Apr/85 Apr/85	I IR I I	(1000) (100)	(13700)	2000 135 300 100 50
CANAMAX RESOURCES INC	Billes, Martha Gardiner Indirect Holdings	CANAMAX RES INC	D	Apr/85	I			2116532
CHRYSLER CORPORATION	Hicks, Dereck Archibald Sons Sellmer, Hartmut Walter Closs, M J. ESOP Trust	CHRYSLER CORP	S	Jan/85 Jan/85 Mar/85 Mar/85	I I I I	40 1 1	500	37277 40 1156 16800 67
	Goodyear, Richard ESOP Trust Mathis, Jerry L.		S	Mar/85 Mar/85 Mar/85	I I I	15 15		12300 15 16800

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CHRYSLER CORPORATION (Continued)	Mathis, Jerry L. ESOP Trust	CHRYSLER CORP	S	Mar/85	1	15		15
	Platt, David R. ESOP Trust		S	Mar/85	1	15		22250
				Mar/85				15
CINEPLEX CORPORATION	Kramer, Harold	CINEPLEX CORP CINEPLEX CORP PREF	S	Apr/85		16800		18400
				Apr/85				1080
COMPU-HOME SYSTEMS INTERNATIONAL INC.	Houghton, John M.	SECURITIES	D	Apr/85	IR			
CONSOLIDATED GASCOME OILS LTD.	Saunderson, Peter	CONS GASCOME OIL LTD	D	Mar/85			800	---
CONSOLIDATED-BATHURST INC.	Consolidated-Bathurst Inc In Trust	CONS BATHURST INC COM SER A		Mar/85		2200		---
				Mar/85	R		2200	---
				Mar/85	1			5238
CONSUMERS' GAS COMPANY LTD., THE	Hiram Walker Resources Limited	CONSUMERS GAS CO LTD	B	Feb/85				26705977
	Consumers' Gas Company Ltd., The	CONSUMERS GAS CO LTD WTS		Feb/85	1	782200		782200
CONVENTURES LIMITED	Conventures Limited	CONVENTURES LTD	D	Mar/85		49200		64300
CORE MARK INTERNATIONAL INC	Gillespie, David E.	CORE MARK INTL INC	DS	Apr/85	E		50000	808838
		CORE MARK INTL INC NVTG		Apr/85	E	50000		151030
COSEKA RESOURCES LIMITED	Brock, Thomas M. Amended	COSEKA RES LTD	S	Oct/84		500		
				Jan/85		500		
				Feb/85		1000		2275
				Mar/85		25000		25000
CTG, INC	Ungaro, Gary	CTG INC	S	Jan/85		1000	2000	---
				Feb/85				
D'OR VAL MINES LTD.	Lang, Frank A. Dauntless Developments Limited	D'OR VAL MINES LTD		Mar/85		5390		694294
				Mar/85	1		15000	59900
DOFASCO INC.	Ivaco Inc.	DOFASCO INC CL A	B	Apr/85			3000000	
	Ivaco Equities Inc.			Apr/85			2977094	6
				Apr/85	1	2977094		2977094
	Swenor, Robert J.	DOFASCO INC CL C PFD	SI	Apr/85		300		300
DRUG TRADING COMPANY LIMITED	Hempseed, Ian	DRUG TADING CO LTD TERM NOTE	S	Apr/85	M	\$50000		\$50000
		DRUG TRADING CO DEMAND NOTE		Apr/85	M		\$50000	---
DYLEX LIMITED	Coven, Malcolm 527556 Ontario Inc.	DYLEX LTD PART CL A PFD	D	Mar/85	1		4776	115466
	Fish, Abraham 527555 Ontario Inc		DISI	Mar/85	1		3500	116531
	Jacobson, Russell Adoribel Holdings Limited		DISI	Mar/85	1		4263	75879
	Kay, James Frederick 566771 Ontario Ltd.	DYLEX LTD	DSB	Apr/85				21252
				Apr/85	1	1266		299727
	Kay, James Frederick Hatleigh Investments Ltd	DYLEX LTD PART CL A PFD	DSB	Apr/85				144412
				Apr/85	1		1266	1685961
ECONOMIC INVESTMENT TRUST LIMITED	Jones, Frederick William Pryce Frederick Securities Limited	ECONOMIC INVT TR LTD	D	Feb/85	T 1	76		1762

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ELECTROHOME LIMITED	LaPier, Herbert H.	ELECTROHOME LTD CL Y	S	Apr/85 Apr/85		1000	1000	---
ENEXCO INTERNATIONAL LIMITED	Armstrong, Arnold G. Indirect Holdings	ENEXCO INTL LTD	D	Mar/85 Mar/85	1		10000	32760 61064
EPITEK INTERNATIONAL INC.	Miller, Morley M. 221144 Alberta Ltd. RRSP	EPITEK INTL INC	DSB	Apr/85 Apr/85 Apr/85	1 1 1		375000	1826897 950831 33650
ERAMOSIA TECHNOLOGY CORPORATION	Hammond, Frederick O.	ERAMOSIA TECH CORP	DI	Mar 85		4000		93425
ERICKSON GOLD MINES LTD.	Davidson, Frederick W.	ERICKSON GOLD MINES LTD	S	Jan/85 Feb/85			4000 1500	4000
ETHYL CORPORATION	Grosvenor, Gilbert M. Keogh Plan	ETHYL CORP	D	Apr/85 Apr/85	1	150 150		150 150
	Stewart, George Taylor Dividend Reinvestment Plan		D	Mar/85 Apr/85	C V	200 51569		103138
	Wife			Apr/85 Apr/85 Apr/85	V 1 T 1 V 1	215 128 110		560 220
FAIRFAX BAY RESOURCES INC.	Hodge, Harry J.	FAIRFAX BAY RES INC	D	Feb/85	IR			1
	MacNaughtan, Ian A.		D	Feb/85	IR			1
FATHOM OCEANOLOGY LIMITED	Paterson, Donald W.	FATHOM OCEANOLOGY LTD	D	Mar/85			2000	---
FIRST AMERICAN MINERALS CORPORATION	Gilbert, Jack Allan	SECURITIES	DS	Apr/85	IR			---
FLANAGAN MCADAM RESOURCES INC.	Daly, John Francis	FLANAGAN MCADAM RES LTD	D	Mar/85 Mar/85	X	15000	15000	6000
FLEET AEROSPACE CORPORATION	Marsh, John M. Limited E. G. Marsh Limited Marsh Engineering Ltd.	FLEET AEROSPACE CORP	D	Mar/85 Mar/85 Mar/85	1 1 1	1000		8050 37400 38000
FORD MOTOR COMPANY	Bakken, James K. Savings and Stock Investment Plan	FORD MOTOR CO	S	Mar/85	1	320		1604
	Benton, Jr., Philip E. Savings and Stock Investment Plan		S	Mar/85	1	311		4016
	Betti, John A. Savings and Stock Investment Plan		S	Mar/85	1	188		188
	Caldwell, Phillip Savings and Stock Investment Plan		DS	Mar 85	1	636		5092
	Chicoine, Lionel M. Savings and Stock Investment Plan		S	Mar/85	1	150		150
	Compton, W. Dale Savings and Stock Investment Plan		S	Mar/85	1	270		3715
	Ford, James W. Savings and Stock Investment Plan		S	Mar/85	1	160		160

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH END HOLDINGS
FORD MOTOR COMPANY (continued)	Frey, Stuart M. Savings and Stock Investment Plan	FORD MOTOR CO	S	Mar/85	1	160		160
	Gilmour, Allan D. Savings and Stock Investment Plan			Mar/85	1	347		5115
	Graham, Robert C. Savings and Stock Investment Plan			Mar/85	1	974		11125
	Halstead, L. Lindsey Savings and Stock Investment Plan			Mar/85	1	153		153
	Hockeimer, Henry Eric Savings and Stock Investment Plan			Mar/85	1	281		281
	Kelly, Sidney Savings and Stock Investment Plan			Mar/85	1	209		2623
	Knighton, Charles L. Savings and Stock Investment Plan			Mar/85	1	451		8494
	Kopka, Donald F. Savings and Stock Investment Plan			Mar/85	1	375		6741
	Lataif, Louis Edward Savings and Stock Investment Plan			Mar/85	1	156		646
	Lutz, Robert A. Savings and Stock Investment Plan			Mar/85	1	88		2448
	Mackenzie, Gordon Blais Savings and Stock Investment Plan			Mar/85	1	199		803
	Manning, Mervyn H. Savings and Stock Investment Plan			Mar/85	1	148		118
	McCammon, David N. Savings and Stock Investment Plan			Mar/85	1	249		2925
	Moglia, Robert F. Savings and Stock Investment Plan			Mar/85	1	117		117
	Nolte, Henry R., Jr. Savings and Stock Investment Plan			Mar/85	1	313		191
	Page, Thomas C. Savings and Stock Investment Plan			Mar/85	1	328		2627
	Pestillo, Peter John Savings and Stock Investment Plan			Mar/85	1	211		270
	Petersen, Donald Eugene Savings and Stock Investment Plan			Mar/85	1	447		4866

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
FORD MOTOR COMPANY (Continued)	Poling, Harold A. Savings and Stock Investment Plan	FORD MOTOR CO	S	Mar/85	1	490		6681
	Rassier, Donald B. Savings and Stock Investment Plan			Mar/85	1	720		720
	Ross, Louis Robert Savings and Stock Investment Plan		S	Mar/85	1	280		3204
	Sagan, John Savings and Stock Investment Plan		S	Mar/85	1	428		7074
	Scollard, William E Savings and Stock Investment Plan		S	Mar/85 Mar/85	1 1	205	2951	182
	Scott, Will Savings and Stock Investment Plan		S	Mar/85	1	137		137
	Smithy, Wayne H. Savings and Stock Investment Plan		S	Mar/85	1	101		2812
	Trotman, Alexander James Savings and Stock Investment Plan		S	Mar/85	1	140		140
	Veraldi, Lewis C. Savings and Stock Investment Plan		S	Mar/85	1	446		775
	Wagner, Thomas Jefferson Savings and Stock Investment Plan			Mar/85	1	130		900
G T C. TRANSCONTINENTAL GROUP LTD.	Whipple, Kenneth Jr. Savings and Stock Investment Plan		S	Mar/85	1	170		1007
	Williams, Edson P. Savings and Stock Investment Plan		S	Mar/85 Mar/85	1 1	222	2911	170
	Lemaire, Bernard	GTC TRANSCONTINENTAL LTD	S	Apr/85	IR			1500
	Pezim, Murray Amended Zareba Inv. Ltd.	GALVESTON MINES LTD	D	Nov/84 Nov/84	1	105800	8000	40300 1065000
	Potter, David S. Savings Stock Purchase Program	GENERAL MTRS CORP	S	Mar/85			1630	3797
	Franck, August A. Stock Dividend Plan	GENSTAR CORP	DS	Mar/85 Mar/85	1 1	2033	24000	879 20000 4420
	Francis, John R.	GLENAYRE ELECTR LTD	S	Mar/85			3800	14265
	Hutcheson, W. Robert Indirect Holdings Trustee	GLENCAIR RES INC	D	Apr/85 Apr/85	IR1 IR1			282500 2800

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GLENCAIR RESOURCES INC. (Continued)	Hutcheson, W. Robert Wife	GLENCAIR RES INC	D	Apr/85	IR1			100
	Cristofano, Daniel J.	GOLDALE INVESTMENTS LTD CL A	DISI	Mar/85		4000		95400
GOLDEN SCEPTRE RESOURCES LTD.	Lang, Frank A. Dauntless Developments Limited	GOLDEN SCEPTRE RES LTD	D	Mar/85			6500	164200
	Hood, William W. Concept Investors Limited	GRANDMA LEES INC SRS D PFD	DS	Mar/85	1			700699
GRANDMA LEE'S INC.				Jan/85		32528		32528
				Jan/85	1	17998		17998
GRANGES EXPLORATION LTD.	McRae, Douglas E. Macrim Investment Corporation	GRANGES EXPL LTD.	D	Jan/85	1	289		289
				Mar/85				12100
GROWTH INVESTMENT CORPORATION	McCarthy, Walter Joseph			Mar/85	1	15500		
				Mar/85	1		16900	251061
		GROWTH INVEST CORP	DS	Mar/85	IR			535
		GROWTH INVEST CORP OPTIONS		Mar/85	IR			49500
		GROWTH INVEST CORP PFD		Mar/85	IR			300
		GROWTH INVEST CORP WARRANTS		Mar/85	IR			535
	Mercure, Gilles		D	Mar/85	IR			400
		GROWTH INVEST CORP		Mar/85	IR			8250
		GROWTH INVEST CORP PFD		Mar/85	IR			200
		GROWTH INVEST CORP WARRANTS		Mar/85	IR			400
GUARDIAN PACIFIC RIM CORPORATION	Guardian Pacific Rim Corporation	GUARDIAN PACIFIC RIM CL A		Feb/85		42900		
				Mar/85		64900		264000
GUARDIAN-MORTON SHULMAN PRECIOUS METALS INC.	Guardian-Morton Shulman Precious Metals Inc.	GUARDIAN-MORTON SHULMAN		Mar/85		74600		242800
	Brown, Robert Taylor Savings Plan	GULF CDA LTD	S	Jul/84		1000		1000
GULF CANADA LIMITED				Jul/84	1			4283
	DeGrandis, Joseph D.		D	Apr/85			1513	- - -
H.W.I. INDUSTRIES INC.	Goldhar, Morton Shock Securities Inc.	H W I INDS INC	DSB	Apr/85	1		2000	215650
	Taylor, Billy G.	HALLIBURTON CO	D	Aug/83	X	10000		45446
HALLIBURTON COMPANY				Mar/85	X	10000		55446
	Jackson, Geoffrey James	HARRIS STL GROUP INC CL A	D	Mar/85			20000	46633
HARRIS STEEL GROUP INC.	Rose, Barrie David Adro Ltd.		B	Apr/85	V	3000		6000
				Apr/85	V 1	60550		121100
HAYES-DANA INC.	Rose, Barrie David Adro Ltd.	HARRIS STL GROUP INC CL B	B	Apr/85	V 1	1500		3000
				Apr/85	V 1	44175		88350
	Coulter, Graham A.	HAYES DANA INC	D	Feb/85		500		
				Feb/85	T	89		3015
	Mitchell, Gerald B.		D	Apr/85	V	7704		15408
	Newman, Benjamin Percival Rudolph		D	Mar/85				
HIRAM WALKER RESOURCES LTD.	Newman Steel Ltd.			Mar/85	1	141		10
	Havern, F. Thomas	HIRAM WALKER RES LTD	S	Apr/85	IR			16987
	Olympia & York Developments Limited		B					311
	587144 Ontario Inc.			Apr/85	T 1	42815		

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH END HOLDINGS
HIRAM WALKER RESOURCES LTD. (Continued)	Olympia & York Developments Limited 587144 Ontario Inc.	HIRAM WALKER RES LTD	B	Apr/85	Z 1		3305391	--
	Olympia & York Holdings Corporation			Apr/85	T 1	94166		
				Apr/85	Z 1	3305394		10715261
				Mar/85	1	\$1750000		\$2250000
HUDSON BAY MINING AND SMELTING CO. LIMITED	Powell, David E. RRSP	HIRAM WALKER RES LTD	SI	Mar/85		593		829
				Mar/85	1			1000
	Sobolov, Murray			Apr/85	IR			3228
	Howkins, John Blair			Jan/85				74
HUGHES TOOL COMPANY	Inspiration Resources Corporation	HUGHES TOOL CO	DS	Mar/85		1882		1685032
	Collier, C. J. Daughter			Apr/85	G		600	32608
				Apr/85	G 1			2920
	Ackman, Roger S. Benefit Plan			Mar/85	V	3257		6514
IMASCO LIMITED	Begin, Robert Benefit Plan	IMASCO LTD	S	Mar/85	V 1	6007		12014
				Mar/85	V	2013		4027
				Mar/85	V 1	906		1813
	Bloom, David Benefit Plan Spousal RRSP			Mar/85	V 1	1211		2422
HUDSON BAY MINING AND SMELTING CO. LIMITED	Bouchard, Roland Benefit Plan	HUGHES TOOL CO	DS	Mar/85	V 1	1100		2320
				Mar/85	1	120		
	Duhamel, Pierre			Mar/85	V	300		600
	Pantle, Sheldon W.			Mar/85	V	20279		50559
HUGHES TOOL COMPANY	Foster, Roderick C. Benefit Plan	HUGHES TOOL CO	DS	Mar/85	V	10000		
				Mar/85	V 1	1505		3011
				Mar/85	V 1	6071		12142
	Harris, William J. Benefit Plan			Mar/85	V	2444		4888
IMASCO LIMITED	Kilburn, Peter	IMASCO LTD	S	Mar/85	V 1	3119		6239
				Mar/85	V	2501		5002
	Martin, G. Michael			Mar/85	V	925		1850
	Mercier, Jean-Louis Benefit Plan			Mar/85	V	3224		6448
HUDSON BAY MINING AND SMELTING CO. LIMITED	Montcalm, Norman	HUGHES TOOL CO	DS	Mar/85	V 1	10535		21070
	Pare, Paul L. Benefit Plan			Mar/85	V	600		1200
				Mar/85	1	11156		82312
	Perusse, Noel Benefit Plan			Mar/85	V	3445		6890
IMASCO LIMITED	Richer, Jean H.	IMASCO LTD	S	Mar/85	V 1	1656	1500	5390
				Mar/85	V	7000		3313
	Ryan, Paul K. Benefit Plan			Mar/85	V	3171		14000
	Schwartz, Roy			Mar/85	V 1	3363		6342
HUDSON BAY MINING AND SMELTING CO. LIMITED		HUGHES TOOL CO	DS	Mar/85	V	654		6726
				Mar/85	V			1308
				Mar/85	V			
				Mar/85	V			

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
IMASCO LIMITED Continued	Schwartz, Roy Benefit Plan	IMASCO LTD	S	Mar/85	V 1	362		725
	Somers, Daniel E. Benefit Plan		S	Mar/85	V	668		1337
				Mar/85	V 1	730		1460
	Tahhan, Rita		S	Mar/85	V	848		1696
	Marquis, Douglas P. *	INNOPAC INC	DI	Mar/85			4200	56000
INNOPAC INC. INTERNATIONAL BUSINESS MACHINES CORPORATION	Branscomb, Lewis M. Wife	INTERNATIONAL BUS. CAPITAL	S	Mar/85	X	7764		20959
				Mar/85	1			1532
	Burdick, Walton E. Daughter		S	Mar/85				15846
	Wife			Mar/85	Z 1		251	---
				Mar/85	1			849
Cary, Frank T. Wife			D	Mar/85	G		150	16042
				Mar/85	1			380
	Goldberg, Victor J		S	Mar/85			1192	9525
	Gomory, Ralph Edward		S	Mar/85			4439	11688
	Katzenbach, de Belleville Nicholas		S	Mar/85	X	2474		33538
Low, Paul R. Son			S	Mar/85				451
				Mar/85	Z 1		14	---
	Manning, James F.		S	Mar/85			1000	4053
	Papes, Theodore C. Jr.		S	Mar/85	X	1606		
	Wife			Mar/85	G		40	30172
Rogers, Clarence B. Children				Mar/85	1			1720
			S	Mar/85	X	3128		38623
				Mar/85	1			426
	Watson, Mitchell H. Jr.		S	Mar/85			782	10144
	Taylor, John M.	SECURITIES	D	Mar/85	IR			---
INTERNATIONAL POLARIS ENERGY CORPORATION								
	Hyams, Mortagu	INTL THOMSON ORG LTD	DI	Mar/85	IR			3018
	McPherson, John Bruce	INVERNESS PETE LTD	S	Mar/85			1100	30
	Sobey, Donald R. Donald R. Sobey Investments Ltd.	JANNOCK LTD	D	Mar/85				200
				Mar/85	1	600		28800
JONPOL EXPLORATIONS LIMITED	Pollock, Robert A. Bopol Management Ltd. Wife	JONPOL EXPLS LTD	D	Mar/85				46000
				Mar/85	1		5000	1000
				Mar/85	1			5000
	Capozzi, Harold Peter	KEG RESTAURANTS LTD CL A NV	D	Dec/84	T	416		35341
	Dudley, Carter G Savings Investment Plan Stock Ownership Plan	KERR MCGEE CORP	S	Mar/85	M	1162		1162
KEG RESTAURANTS LTD. KERR MCGEE CORPORATION				Mar/85	M 1		1163	157
	Linehan, John C.	SECURITIES	S	Apr/85	IR			
	Wolf, Steven P. Savings Investment Plan	KERR MCGEE CORP	S	Apr/85	IR1			383

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
KERR-MCGEE CORPORATION (Continued)	Wolf, Steven P. Stock Ownership Plan	KERR MCGEE CORP	S	Apr/85	IR1			4
KIDD CREEK MINES LTD	Amsden, Michael P.	KIDD CREEK MINES LTD 1980 PFD	S	Feb/85	IR			140
L. K. RESOURCES LTD.	Douglas, Donald James	L K RES LTD L K RES LTD CL B	S	Apr/85 Apr/85		17456 17456		17656 17456
	Hussey, Gorham	L K RES LTD CLASS A L K RES LTD CL B	S	Apr/85 Apr/85	IR IR			169845 169845
	Kaumeier, Gerald Edward Ranchland Holdings Ltd.	L K RES LTD CLASS A	DS	Apr/85 Apr/85	1	28779		24435 139935
	Kaumeier, Gerald Edward Ranchland Holdings Ltd.	L K RES LTD CL B	DS	Apr/85 Apr/85	1	28779		28535 109935
	Luzi, Thomas Peter Petemar Management Services Ltd.	L K RES LTD CLASS A	DS	Apr/85				37948
	Luzi, Thomas Peter Petemar Management Services Ltd.	L K RES LTD CL B	DS	Apr/85		12974		12974
	McKinnon, Neil Angus Indirect Holdings	L K RES LTD CLASS A	DSB	Apr/85 Apr/85	1	12974		38047 12974
	McKinnon, Neil Angus Indirect Holdings	L K RES LTD CL B	DSB	Apr/85 Apr/85	1		85144 181890	120000 23378
	Michaels, G. David	L K RES LTD CLASS A L K RES LTD CL B	S	Apr/85 Apr/85	IR IR		85143 181889	120000 23378
LA SOCIETE MINIERE LOUVEM INC.	Dufresne, Pierre	LA SOCIETE MINIERE LOUVEM	DI	Apr/85	IR			1000
LABMIN RESOURCES LIMITED	Black, Conrad & George Hollinger Argus Limited	LABMIN RES LTD	B	Mar/85	1	125		4129552
LAKE MINE RESOURCES INC	Badger, D. Gordon	SECURITIES	DS	Apr/85	IR			---
	First Foundation Financial Services Inc.	LAKE MINE RES INC	B	Apr/85	IR			9120000
LANSVIEW RESOURCE CORPORATION	Bradshaw, David Stock Option	LANSVIEW RES CORP	B	Apr/85 Apr/85	IR IR1			1 13000
	Kondrat, Arnold Amended 618555 Ontario Ltd. Premor Financial Corp.		DSB	Mar/85 Mar/85 Mar/85	1 M 1	963324	963324	3 963324 ---
LUMONICS INC.	Shelik, M. Bumen	LANSVIEW RES CORP OPTION	D	Apr/85 Apr/85	IR IR			1 30000
	Noranda Enterprise Limited	LUMONICS INC	B	Mar/85		45700		267494
MACMILLAN BLOEDEL LIMITED	Adams, G. A. Employee Share Purchase Plan	MACMILLAN BLOEDEL LTD	S	Mar/85	T	7		361
	Ainscough, Grant Lee Employee Share Purchase Plan		S	Mar/85 Mar/85	1 T 1	45 17		964
	Sr. Mgmt Shr Purchase Plan			Mar/85				10
				Mar/85 Mar/85	1 T 1	48 42		2270
				Mar/85	T 1	13		674

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MACMILLAN BLOEDEL LIMITED (continued)	Ainscough, Grant Lee Stock Option Plan	MACMILLAN BLOEDEL LTD	S	Mar/85	T 1	14		746
	Cork, Edwin Kendall * Employee Share Purchase Plan			Mar/85	T	12		619
				Mar/85	T 1	77		482
				Mar/85	T 1	7		565
	Davenport, David Charles			Mar/85	X	11		---
	Dickinson, John Grant Employee Share Purchase Plan			Mar/85			(400)	222
				Mar/85	T 1	39		754
				Mar/85	T 1	2		470
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	14		
	Stock Option Plan			Mar/85	T 1	17		
	Dowsley, Donald Alexander Employee Share Purchase Plan			Mar/85	T 1	53		1636
				Mar/85	T 1	30		830
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	16		621
	Stock Option Plan			Mar/85	T 1	12		3
	Ferguson, G. M.			Mar/85	M	97		---
				Mar/85			100	97
	Employee Share Purchase Plan			Mar/85	T 1	20		22
				Mar/85	T 1	21	97	44
	Findlay, Robert Barclay Employee Share Purchase Plan			Mar/85	T 1	72		211
				Mar/85	T 1	1		200
	Finkbeiner, J. C. Employee Share Purchase Plan			Mar/85	M	100		62
				Mar/85	M 1	42	100	619
				Mar/85	T 1	1		482
	Fisher, John P. Employee Share Purchase Plan			Mar/85	T	12		1040
				Mar/85	T 1	77		292
				Mar/85	T 1	7		
	Fliesbach, H.E. Employee Share Purchase Plan			Mar/85	T	20		
				Mar/85	T 1	33		
				Mar/85	T 1	4		
	Forgacs, Otto Lionel Employee Share Purchase Plan			Mar/85	T 1	61		1713
				Mar/85	T 1	31		1880
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	32		1616
	Stock Option Plan			Mar/85	T 1	31		26
	Forstrom, Sidney William Employee Share Purchase Plan			Mar/85	T	13		156
				Mar/85	T 1	72		966
				Mar/85	T 1	8		
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	18		

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MACMILLAN BLOEDEL LIMITED (Continued)	Forstrom, Sidney William Stock Option Plan	MACMILLAN BLOEDEL LTD	S	Mar/85	T 1	42		2175
	Grunder, Arthur N. Employee Share Purchase Plan		S	Mar/85	T 1	48		250
	Stock Option Plan			Mar/85	T 1	12		621
	Harrison, Russell Edward Employee Share Purchase Plan		D	Mar/85	T	12		619
				Mar/85	T 1	77		482
				Mar/85	T 1	7		
	Hawkings, William E. Employee Share Purchase Plan		S	Mar/85	T 1	53		433
	RRSP			Mar/85	T 1	6		106
				Mar/85	T 1	2		
	Holden, Dwight Hal Employee Share Purchase Plan		S	Mar/85	T 1	42		244
				Mar/85	T 1	3		
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	12		643
	Stock Option Plan			Mar/85	T 1	12		621
				Mar/85	T	34		1748
	Howard, John L. Employee Share Purchase Plan			Mar/85	T 1	69		1062
				Mar/85	T 1	18		
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	34		1737
	Stock Option Plan			Mar/85	T 1	36		1865
				Mar/85	T	16		864
	Johncox, Gary Herbert Employee Share Purchase Plan		S	Mar/85	T 1	48		827
				Mar/85	T 1	14		621
	Stock Option Plan			Mar/85	T 1	12		
	Lauritzen, Eric Employee Share Purchase Plan		S	Mar/85	T 1	54		232
				Mar/85	T 1	2		
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	12		661
	Stock Option Plan			Mar/85	T 1	17		870
				Mar/85				25
	Legg, Edward Godfrey Employee Share Purchase Plan		S	Mar/85	T 1	24		334
				Mar/85	T 1	5		
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	14		754
	Stock Option Plan			Mar/85	T 1	12		621
				Mar/85	T	6		306
	Matthews, Robert Vere Employee Share Purchase Plan		S	Mar/85	T 1	52		329
				Mar/85	T 1	4		
				Mar/85	T	6		306
	McLauchlin, Donald Leslie Employee Share Purchase Plan		S	Mar/85	T 1	88		233
				Mar/85	T 1	1		
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	42		2174

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MACMILLAN BLOEDEL LIMITED Continued	McLaughlin, Donald Leslie Stock Option Plan	MACMILLAN BLOEDEL LTD	S	Mar/85	T 1	42		2175
	Moonen, Fred Hubert Employee Share Purchase Plan		S	Mar/85	T 1	39		454
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	12		619
	Stock Option Plan			Mar/85	T 1	12		621
	Pedersen, K. G.		S	Mar/85	T	10		530
	Peppler, Nils Frederik Wilhelm		S	Mar/85	T 1	40		2049
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	31		1616
	Stock Option Plan			Mar/85	T	12		619
	Powis, Alfred		D	Mar/85	T 1	116		724
	Employee Share Purchase Plan			Mar/85	T 1	11		
	Ross, John St. C.		S	Mar/85	T 1	79		3222
	Employee Share Purchase Plan			Mar/85	T 1	60		81
	RRSP			Mar/85	T 1	1		
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	44		2255
	Stock Option Plan			Mar/85	T 1	42		2175
	Smith, Raymond Victor		DS	Mar/85	T	12		619
	Employee Share Purchase Plan			Mar/85	T 1	125		4092
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	75		
	Stock Option Plan			Mar/85	T 1	50		2573
	Southam, J. M.		S	Mar/85	T 1	61		3108
	Employee Share Purchase Plan			Mar/85	T	379		19352
	St. John, Dolway W.		S	Mar/85	T 1	6		324
	Employee Share Purchase Plan			Mar/85	T 1	36		1759
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	33		
	Stock Option Plan			Mar/85	T 1	16		830
	Tidball, George Murray		S	Mar/85	T 1	17		870
	Employee Share Purchase Plan			Mar/85	T	10		530
	Towill, Gordon Joseph		S	Mar/85	T 1	77		158
	Employee Share Purchase Plan			Mar/85	T 1	1		
	Sr. Mgmt Shr Purchase Plan			Mar/85	T 1	61		207
	Stock Option Plan			Mar/85	T 1	32		1637
	Wiewel, Roger North		S	Mar/85	T 1	31		1616
	Employee Share Purchase Plan			Mar/85	T	79		

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MACMILLAN BLOEDEL LIMITED (Continued)	Wiewel, Roger North Employee Share Purchase Plan Sr. Mgmt Shr Purchase Plan Stock Option Plan	MACMILLAN BLOEDEL LTD	S	Mar/85	T 1	74		3954
				Mar/85	T 1	40		2042
				Mar/85	T 1	42		2175
	Wishart, George Employee Share Purchase Plan		S	Mar/85			10	---
				Mar/85	T 1	36		155
				Mar/85	1	2		
	worthy, Victor Ross Employee Share Purchase Plan		S	Mar/85	T	10		540
				Mar/85	1	59		1541
				Mar/85	T 1	27		
	Sr. Mgmt Shr Purchase Plan Stock Option Plan			Mar/85	T 1	18		948
				Mar/85	T 1	17		870
	Zimmerman, Adam Hartley Employee Share Purchase Plan		DISI	Mar/85	T	24		1239
				Mar/85	1	116		724
				Mar/85	T 1	11		
MAJESTIC CONTRACTORS LIMITED	Majestic Contractors Limited	MAJESTIC CONTRACTORS LTD		Mar/85		3600	3600	---
				Mar/85				---
MANRIDGE EXPLORATIONS LIMITED	Harvie, John Duncan	SECURITIES	D	Apr/85	IR			---
MAPLEX MANAGEMENT & HOLDINGS LIMITED	Blair, Carroll Arthur	MAPLEX MGMT & HLDGS LTD CL B	D	Apr/85			1000	2000
MARITIME ELECTRIC COMPANY LIMITED	Newcombe, Paul H.	MARITIME ELEC LTD	S	Feb/85		15		15
MARITIME TELEGRAPH AND TELEPHONE CO. LTD.	Farmer, Donald F.	MARITIME TELEG & TEL LTD	S	Mar/85			(117)	---
				Mar/85			(100)	48
MARK'S WORK WEARHOUSE LTD.	Ibey, Frederick Eldridge Hall, Ronald T. RRSP Sandron Holdings Ltd.	MARKS WORK WAREHOUSE LTD VTG	DS	Jan/85	1	26000		26000
				Jan/85	1			626380
MCDONALD'S CORPORATION	Long, Roland E.	MCDONALDS CORP	S	Jan. 85	X	2827		4843
	Miessler, Ronald W.		S	Mar/85			1217	83
	Wilson Jr., Delbert H.		S	Apr/85	X	338		1311
MDS HEALTH GROUP LIMITED	Younger, Charles R.	M D S HEALTH GRP CL A	D	Feb/85		500		1500
MERCANTILE BANK OF CANADA, THE	Snyder, Paul D. RRSP Savings Plan	MERCANTILE BK CDA	S	Mar/85	1	500		700
				Mar/85	1	200		1050
MESA PETROLEUM CO.	Walsh, Jr. J. R. Fluid Production Corporation United Mud Service Company Wife	MESA PETE CO	D	Mar/85		1300		9636
				Mar/85	1			56608
				Mar/85	1	270		26590
				Mar/85	1			5000
MESTON LAKE RESOURCES INC.	Charbonneau, Jacques Penelope Exploration Inc.	MESTON LAKE RES INC	S	Mar/85			5000	72000
				Mar/85	1			20000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
METINA DEVELOPMENTS INC.	Tokarsky, Jr. John V.	SECURITIES	S	Apr/85	IR			---
MEXTOR MINERALS LIMITED	Mendora Limited	MEXTOR MINERALS LTD	B	Mar/85	IR			2097537
MIDLAND DOHERTY FINANCIAL CORPORATION	Browne, Frank O.	MIDLAND DOHERTY FINL CORP	S	Mar/85			1000	15000
	Jelec, Paul J.		SI	Mar/85			700	1585
	Kay, Robert F.		DISI	Apr/85			500	10300
	Marthinsen, Craig T RRSP		S	Apr/85 Apr/85	1		25000	4500 500
	Nugent, John A.		D	Mar/85			6500	---
	Purdy, William RRSP		S	Feb/85 Feb/85	M M 1	600	600	2200 1400
	Scott, Alistair		SI	Mar/85			1500	10018
MIKES SUBMARINES INC.	Neiss, Morrie Indirect Holdings	MIKES SUBMARINES INC	S	Mar/85	1	1000		1000
MITEL CORPORATION	Golden, David Aaron	MITEL CORP	D	Apr/85	M	(600)		---
MMC VIDEO ONE CANADA LTD.	Chapman, Robert A. Vector Holdings Ltd.	MMC VIDEO ONE LTD	DB	Apr/85	1	14500		562000
	McArthur, Robert D. A.D. McArthur & Assoc Ltd		DS				14000	559750
	Rigg, Robert I. Bosun Investments Ltd.		DS	Apr/85	1		10900	114100
MOLSON COMPANIES LIMITED, THE	Beliveau, Jean Arthur	MOLSON COS CL A	D	Apr/85		66		841
MONENCO LIMITED	Leslie, James Spouse	MONENCO LTD CL A MONENCO LTD CL B	DI	Mar/85 Mar/85	1		11000	20 234
MORGAN HYDROCARBONS INC	Holton, Norman W. Mayard Petroleum Ltd. Spouse	MORGAN HYDROCARBONS INC	S	Mar/85 Mar/85 Mar/85	M 1 1	81 25000		31543 12007 12007
MSR EXPLORATION LTD.	MSR Exploration Ltd.	M S R EXPL LTD		Mar/85		500		143000
MUNICIPAL SAVINGS & LOAN CORPORATION, THE	Municipal Financial Corporation	MUNICIPAL SVG & LN CORP (DLTD)	B	Apr/85	IR			1534984
NABISCO BRANDS, INC.	Smith, Robert E.	SECURITIES	S	Jan/85	IR			---
NATIONAL BANK OF CANADA	Castonguay, Pierre Guenette, Francoise	NATIONAL BANK OF CANADA	S	Apr/85	IR			368
NATIONAL RESOURCE EXPLORATIONS LTD	MacDonald, Alexander John	NATL RES EXPLS LTD	DS	Mar/85		326		428
NATIONAL VICTORIA AND GREY TRUST COMPANY	Flavelle, John Stuart	NTL VICTORIA & GREY TRUST	D	Mar/85	IR		5000	320787
	Frastacky, Rudolph V.		DS	Mar/85 Mar 85		149	10000	200 12360
NATIONAL VICTORIA AND GREY TRUSTCO LIMITED, THE	Angus, Melvyn Graham Madeg Holdings Inc. E-L Financial Corporation Limited	NTL VICTORIA & GREY TRUSTCO	D	Mar/85	1		(1000)	7910
			B	Mar 85	T	1661		248245

INSIDER TRADING REPORTS

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH END HOLDINGS
NATIONAL VICTORIA AND GREY TRUSTCO LIMITED, THE (Continued)	E-L Financial Corporation Limited	NTL VICTORIA & GREY TRUSTCO	B	Mar/85	T 1	2977		429863
	Casualty Company of Canada			Mar/85	T 1	16275		2431374
	Dominion of Canada-General Acc			Mar/85	T 1	6972		1041664
	Dominion of Canada-Life Acc			Mar/85	T 1	22880		3418221
	Empire Life Insurance Company			Mar/85	T 1	1304		83795
	Empire Life Insurance Company-Segregated Fund			Mar/85	T 1			
NEW BRUNSWICK TELEPHONE COMPANY, LIMITED, THE	Cosman, Berton W	NEW BRUNSWICK TEL LTD	S	Mar/85	IR			294
NEW YORK OILS LIMITED	New York Oils Limited	NEW YORK OILS LTD		Mar/85		7184		1023817
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	Rivington, G Neville C 101439 Canada Inc.	NEWFLD LT & PWR LTD CL B CONV	D	Dec/84	T 1	85		398
NICKEL OFFSETS LIMITED	MacIsaac, Bernard	NICKEL OFFSETS LTD	D	Apr/85	IR			1
NORANDA INC.	Frantisak, Frank Trust of Nesbitt Trust of Permanent	NORANDA INC	S	Dec/84		239		4962
				Dec/84	1	32		200
				Dec/84	1			542
	Hendrick, Keith Coleman Amended		S	Dec/84		507		29889
				Mar/85		1900		31789
	Toivanen, Reino M.		S	Mar/85		100		8334
NORMICK PERRON, INC.	Biron, Normand	NORMICK PERRON INC	S	Sep/84		100		4290
NOVA BEAUCAGE MINES LIMITED	Constable, David RRSP	NOVA BEAUCAGE MINES LTD	D	Feb/85	X	25000		25000
				Feb/85	1			16000
OAKWOOD PETROLEUMS LTD.	Nickle, Carl Olof	OAKWOOD PETES LTD WT	D	Mar/85			500	45084
OLD CANADA INVESTMENT CORPORATION LIMITED	Pitt, Susan Elizabeth RSP RSP-Spousal	OLD CANADA INVT CORP LTD	S	Apr/85	1		2000	1654
				Apr/85	1			748
PANCANADIAN PETROLEUM LTD.	Richards, L Evelyn	PANCANADIAN PETE LTD	D	Apr/85		500		7500
	Love, Gordon Donald		D	Mar/85		1600		2000
PHILLIPS PETROLEUM COMPANY	Askew, Richard Graves Employee Stock Ownership Plan Thrift Plan	PHILLIPS PETE CO	S	Mar/85	E		2888	2413
				Apr/85	1	80		557
				Apr/85	1	1460		15648
	Askew, Richard Graves	PHIL PETE CO FLOATING RATE PHIL PETE CO 13-7/8% SR. NOTE PHIL PETE CO 14-3/4% SUB DEB	S	Mar/85	E	83752		83752
				Mar/85	E	\$51984		\$51984
				Mar/85	E	\$43320		\$43320
	Barr, William Edgar Company Dividend Reinvestment Plan Employee Stock Ownership Plan Thrift Plan	PHILLIPS PETE CO	S	Mar/85	E		518	433
				Mar/85	E 1		56	46
				Apr/85	1	78		526
				Apr/85	1	848		8445
	Barr, William Edgar Company Dividend Reinvestment Plan	PHIL PETE CO FLOATING RATE	S	Mar/85	E	\$15022		\$15022
				Mar/85	E 1	\$1625		\$1625
	Barr, William Edgar	PHIL PETE CO 13-7/8% SR. NOTE	S	Mar/85	E	\$9324		\$9324

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PHILLIPS PETROLEUM COMPANY (Continued)	Barr, William Edgar Company Dividend Reinvestment Plan	PHIL PETE CO 13-7/8% SR. NOTE	S	Mar/85	E 1	\$1009		\$1009
	Barr, William Edgar Company Dividend Reinvestment Plan	PHIL PETE CO 14-3/4% SUB DEB	S	Mar/85	E	\$7770		\$7770
	Bonnell, R.E. Employee Stock Ownership Plan Thrift Plan	PHILLIPS PETE CO	S	Mar/85	E	\$840	606	\$840
	Bonnell, R.E.	PHIL PETE CO FLOATING RATE	S	Mar/85	E	\$17574		\$17574
		PHIL PETE CO 13-7/8% SR. NOTE		Apr/85	1	\$10908		\$10908
		PHIL PETE CO 14-3/4% SUB DEB		Apr/85	1	\$9090		\$9090
	Bowerman, Charles L. Employee Stock Ownership Plan Thrift Plan	PHILLIPS PETE CO	S	Mar/85	E			
	Boyd, Thomas J. Employee Stock Ownership Plan Thrift Plan		S	Apr/85	IR1			342
				Apr/85	IR1			2266
	Cook, Charles Falk Employee Stock Ownership Plan Thrift Plan		S	Apr/85	1	75		468
				Apr/85	1	823		7533
	Cox, Glenn Andrew Employee Stock Ownership Plan Thrift Plan		S	Apr/85	1	75		475
				Apr/85	1	977		8743
	Douce, William C. Employee Stock Ownership Plan Thrift Plan		S	Apr/85	1	80		561
				Apr/85	1	1044		10091
	Goering, Gordon David Employee Stock Ownership Plan Thrift Plan		DS	Apr/85	1	81		567
				Apr/85	1	2799		29908
	Harris Jr., John E. Employee Stock Ownership Plan Thrift Plan		S	Apr/85	1	78		537
				Apr/85	1	796		11076
	Heady, James K. Employee Stock Ownership Plan Thrift Plan		S	Mar/85	E		1265	1057
				Apr/85	1	81		565
				Apr/85	1	1184		15203
	Heady, James K.	PHIL PETE CO FLOATING RATE	S	Mar/85	E	\$36685		\$36685
		PHIL PETE CO 13-7/8% SR. NOTE		Mar/85	E	\$22770		\$22770
		PHIL PETE CO 14-3/4% SUB DEB		Mar/85	E	\$18975		\$18975
	Howard, Russell Lewis Employee Stock Ownership Plan Thrift Plan	PHILLIPS PETE CO	S	Apr/85	1	78		522
				Apr/85	1	565	1845	6064
	Kittrell, C.M. Employee Stock Ownership Plan		D	Apr/85	1			
				Apr/85	1	81		567

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PHILLIPS PETROLEUM COMPANY (Continued)	Kittrell, C. M. Thrift Plan	PHILLIPS PETE CO	D	Apr/85	1	1255		17216
	Meese, George C. Employee Stock Ownership Plan Thrift Plan		S	Apr/85 Apr/85	1 1	62 434		343 4273
	O'tool, Joseph William Employee Stock Ownership Plan Thrift Plan		S	Apr/85 Apr/85	1 1	69 513		383 2055
	Paul, William G.	PHIL PETE CO FLOATING RATE PHIL PETE CO 13-7/8% SR. NOTE PHIL PETE CO 14-3/4% SUB DEB	DS	Mar/85 Mar/85 Mar/85	E E E	\$406 \$252 \$210	14	11 \$406 \$252 \$210
	Rickards, Leonard M. Employee Stock Ownership Plan Thrift Plan	PHILLIPS PETE CO	S	Apr/85 Apr/85	1 1	79 1223		550 12050
	Robinson, Richard J. Employee Stock Ownership Plan Thrift Plan		S	Mar/85 Apr/85 Apr/85	E 1 1	76 506	215	179 497 4294
	Robinson, Richard J.	PHIL PETE CO FLOATING RATE PHIL PETE CO 13-7/8% SR. NOTE PHIL PETE CO 14-3/4% SUB DEB	S	Mar/85 Mar/85 Mar/85	E E E	\$6235 \$3870 \$3225		\$6235 \$3870 \$3225
	Scott, Jr. John N. Employee Stock Ownership Plan Thrift Plan	PHILLIPS PETE CO	S	Apr/85 Apr/85	1 1	78 683		513 6132
	Silas, Cecil J. Employee Stock Ownership Plan Thrift Plan		DS	Apr/85 Apr/85	1 1	81 1113		560 9435
	Smalley, Kenneth Lee Employee Stock Ownership Plan Thrift Plan		S	Apr/85 Apr/85	1 1	78 913		530 8009
	Smalley, Kenneth Lee	PHIL PETE CO FLOATING RATE PHIL PETE CO 13-7/8% SR. NOTE PHIL PETE CO 14-3/4% SUB DEB	S	Mar/85 Mar/85 Mar/85	E E E	\$8671 \$5382 \$4485		\$8671 \$5382 \$4485
	Steiner, Ray J. Employee Stock Ownership Plan Thrift Plan	PHILLIPS PETE CO	S	Mar/85	E		307	256
	Steiner, Ray J.	PHIL PETE CO FLOATING RATE PHIL PETE CO 13-7/8% SR. NOTE PHIL PETE CO 14-3/4% SUB DEB	S	Apr/85 Apr/85	1 1	77 817		518 6672
	Thomas Jr. William R.	PHIL PETE CO FLOATING RATE PHIL PETE CO 13-7/8% SR. NOTE PHIL PETE CO 14-3/4% SUB DEB	S	Mar/85 Mar/85 Mar/85	E E E	\$8903 \$5526 \$4605		\$8903 \$5526 \$4605
	Thomas, W.E. Thrift Plan	PHILLIPS PETE CO	S	Mar/85 Mar/85 Mar/85	E E E	\$9396 \$5832 \$4860	324	270 \$9396 \$5832 \$4860
	Thomas, W.R. Employee Stock Ownership Plan	PHILLIPS PETE CO	S	Apr/85	1	769		1036
			S	Apr/85	1	80		565

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PHILLIPS PETROLEUM COMPANY (Continued)	Thomas, W. R. Thrift Plan	PHILLIPS PETE CO	S	Apr/85	1	1012		15606
	Thompson, B. M. Employee Stock Ownership Plan Thrift Plan		S	Mar/85	E		261	218
				Apr/85	1	76		493
				Apr/85	1	559		3996
	Thompson, B. M.	PHIL PETE CO FLOATING RATE PHIL PETE CO 13-7/8% SR. NOTE PHIL PETE CO 14-3/4% SUB DEB	S	Mar/85	E	\$7569		\$7569
				Mar/85	E	\$4698		\$4698
				Mar/85	E	\$3915		\$3915
	Tucker, Paul William Employee Stock Ownership Plan Thrift Plan	PHILLIPS PETE CO	S	Apr/85	1	75		481
				Apr/85	1	821		10406
	Wallace, Robert Glenn Employee Stock Ownership Plan Thrift Plan		DS	Apr/85	1	80		557
PLACER DEVELOPMENT LIMITED				Apr/85	1	1030		9694
	Whitworth, Bryan J. Employee Stock Ownership Plan Thrift Plan		S	Apr/85	1	72		433
				Apr/85	1	428	15	2652
				Mar/85	1			---
	Born, Clarence Allen	PLACER DEV LTD	DS	Mar/85		175	18000	
				Mar/85			2000	35082
	Employee Stock Purchase Plan			Mar/85	1	187		2382
	Franklin, Robert H.	PUBLIC SVC ELEC & GAS CO	S	Mar/85		1		420
	Peterman, Parker C.		S	Mar/85		16		244
	Saller, William		S	Mar/85		1		298
QUAKER OATS COMPANY, THE	Smithburg, William D. In Trust	QUAKER OATS CO	DS	Apr/85	G	434	434	49718
				Apr/85	G			2588
	Caisse De Depot Et Placement Du Quebec	QUEBEC TELEPHONE 11.25% DEB	B	Mar/85		\$6000000		\$8065000
	Coulter, Maurice K.	REAL TIME DATAPRO LTD	S	Apr/85	IR			9100
	Tate, Henry S.	REDPATH INDS LTD	D	Mar/85	V	4		6
	Montague, George Hastings RRSP	REICHOLD LTD	D	Apr/85	1		518 9373	---
	Smith, Robert RRSP		D	Apr/85	1		300	---
	Spook, Henri Johan		SI	Apr/85			300	---
	Talcorp Limited		B	Apr/85			1131790	---
	Siragusa, Ross David Jr. Trustee Western Ventures Inc.	ROCKWELL INTL CORP	D	Mar/85				97170
ROCKWELL INTERNATIONAL CORPORATION				Mar/85	1		10000	153618
				Mar/85	1		15000	170000
	Friesen, David E.	ROGERS CABLE SYSTEMS INC CL A	S	Mar/85			2000	8400
	Hamilton Pietay, Nicholas F.	ROGERS CABLE SYSTEMS INC CL B	S	Mar/85			6000	20513
				Mar/85				
				Mar/85				
				Mar/85				
				Mar/85				
				Mar/85				
				Mar/85				

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ROGERS CABLESYSTEMS INC. (Continued)	Watson, Colin D. Indirect Medium	ROGERS CABLE SYSTEMS INC CL B	DS	Mar/85	1		2000	59021
				Mar/85				60
ROYAL BANK OF CANADA, THE	Clarke, John Puleston Son	ROYAL BK CDA	S	Feb/85	1	3	200	531
				Mar/85				2
	Edmonds, Leslie George		S	Mar/85	T	60	13	863
				Mar/85				
	Henry, John Edward		S	Dec/84			400	---
				Nov/84				---
	Wallace, Bruce G.	ROYAL BK CONV DEB 11 1/4%	S	Apr/85		261		613
				Apr/85				
ROYAL TRUSTCO LIMITED	Gray, Gordon Cecil	ROYAL TRUSTCO LTD WTS	DISI	Mar/85			11188	---
				Mar/85				
	Milligan, Franklyn S. Share Purchase Plan Sons Wife	ROYAL TRUSTCO LTD CLASS A	S	Mar/85	1		1000	1956
				Mar/85				20000
	Ross, Duncan D.		S	Mar/85	1			20
				Mar/85				20
SCOTT PAPER LIMITED	Herb, Donna C.	SCOTT PAPER LTD		Mar/85		6000		9000
				Mar/85				
	Powell, David E. RRSP		V	Jun/84		2044	297	3363
				Dec/84				
SCURRY-RAINBOW OIL LIMITED	Powell, David E. RRSP	SCURRY RAINBOW OIL LTD	DS	Apr/85	IR1			1000
SEEL MORTGAGE INVESTMENT CORPORATION	Benklig Holdings Limited	SEEL MTG INVESTMENT CORP		Mar/85			1800	36316
SENSORMATIC CANADA LIMITED	Daniel, Frank Children	SENSORMATIC CDA LTD	DS	Jan/85	X	2400		130902
SHL SYSTEMHOUSE INC.	Soubliere, Jean-Pierre	SHL SYSTEMHOUSE INC CL A	S	Jan/85	1			480
				Jan/85				
				Feb/85		1000		620
				Feb/85				
TENNECO INC.	Biaggini, Benjamin F. ADRS Plan	TENNECO INC	D	Feb/85	E	1000		---
				Feb/85				
	Blakely, Robert T. Thrift Plan		S	Mar/85	1	68		1000
				Mar/85				744
	Bonfield, Gordon B. ADRS Plan by Wife Stock Bonus Plan Thrift Plan Wife		S	Mar/85	1	250		250
				Mar/85				1485
	Capps, E.L. Thrift Plan Wife		S	Mar/85	1	396		7707
				Mar/85				38
	Daily, Jr. James L. Thrift Plan		S	Mar/85	1	117		1453
				Sep/84				1030
	Daniels, H.E. ADRS Plan Son		S	Mar/85	1	129		60
				Sep/84				
	Diesel, John P. Thrift Plan Wife as Trustee for Daughter		S	Mar/85	1	129		129
				Mar/85				3697
			S	Mar/85	1	129		442
				Mar/85				
			S	Mar/85	1	129		1038
				Mar/85				
			S	Mar/85	1	3		100
				Mar/85				66
			S	Mar/85	1	5		5
				Mar/85				5989
			DS	Mar/85	1	824		12963
				Mar/85				9138
			DS	Mar/85	1	3299		3299
				Mar/85				

REPORTING ISSUER

TENNECO INC.
Continued

INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
Diesel, John P. wife as Trustee for Son	TENNECO INC	DS	Mar/85	1			1162
Easton, John Edward		S	Mar/85		199		199
Ewell, Vincent F. Jr. Thrift Plan		S	Mar/85 Mar/85	1	72		72 4501
Foster, Joe B. Thrift Plan		S	Mar/85 Mar/85	1	703		2876 10598
Ketelsen, James L. Co-trustee of Trust Thrift Plan		DS	Mar/85 Mar/85 Mar/85	1 1 1	1067		20567 264 11083
Marks, Raymond H. Thrift Plan		S	Mar/85 Mar/85	1	226		4226 13320
McInnes, Allan T. Thrift Plan		S	Mar/85 Mar/85	1	533		533 4541
Menikoff, Peter Self as Custodian for Daughter Thrift Plan		S	Mar/85		92		304
Meyer, M.W. Thrift Plan		S	Mar/85 Mar/85	1 1		212	--- 570
Miller, Robert H. Thrift Plan		S	Mar/85 Mar/85		72		72 7927
Reese, Kenneth W. Thrift Plan		S	Mar/85 Mar/85	1	72		843 5361
Robinson, Richard A. Thrift Plan Wife		S	Mar/85 Mar/85	1	703		703 6321
Sapp, Walter W. Thrift Plan		S	Mar/85 Mar/85	1 1	72		434 4466 300
Shultz, Charles E. Daughter Son Thrift Plan		S	Mar/85 Mar/85 Mar/85 Mar/85	1 1 1 1	250		250 2880
Sisco, Joseph J. ADRS Plan		D	Mar/85 Mar/85	1	127		1350 1527
Sitter, William H. Thrift Plan		S	Mar/85 Mar/85	1	129		129 3528
Tunnell, Byron Thrift Plan		S	Mar/85 Mar/85	1	64		1064 3713
Bixby J.E. Employee Stock Purchase Plan	TEXAS EASTERN CORP	S	Mar/85		376		10658
Bufkin, David J. Employee Stock Purchase Plan		DS	Mar/85 Mar/85	1 1	1703	5000	9688
Forbes, P.C. Employee Stock Purchase Plan		S	Mar/85 Mar/85	1 1	421 1		24239 12204 73 63

TEXAS EASTERN CORPORATION

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TEXAS EASTERN CORPORATION (Continued)	King, H. H.	TEXAS EASTERN CORP	S	Mar/85		223		12802
	Employee Stock Purchase Plan			Mar/85	1			3716
	Wife			Mar/85	1			3
TEXAS INTERNATIONAL COMPANY	Smith, Frank A.		D	Mar/85	1	158		4661
	DRIP							
	Kornfeld, Julian P.	TEXAS INTL CO	D	Apr/85			18000	---
TORONTO-DOMINION BANK	Peak, Kenneth R.	TEXAS INTL CO WARRANTS	DS	Mar/85		2100		10100
				Mar/85		42		42
	Carman, Donald A.	TORONTO-DOM. BANK	S	Mar/85		208		2628
TRANSALTA RESOURCES CORPORATION	McKinnon, Francis Arthur	TORONTO DOMINION RED CL A PFD	S	Mar/85		-150.		150
	Richard	TRANSALTA RES CORP WT CL A	S	Apr/85			180	---
		TRANSALTA RES CORP WT CL B		Apr/85			450	---
TRILON FINANCIAL CORPORATION	Gray, Gordon Cecil	TRILON FINL CORP WT	SI	Apr/85				200
	Petersen, Gordon E.	TRIMAC LTD	S	Apr/85	IR			528
TRIMAC LIMITED		TRIMAC LTD 1ST PFD SR A 9.12%		Apr/85	IR			100
		TRIMAC LTD 2ND PFD SRS B		Apr/85	IR			1500
	Brunet, Yvonne T. M.	TURBO RES LTD 1ST PFD A 8.75%	D	Mar/85	IR			100
TWIN RICHFIELD OILS LTD.	Valentine, Roland T.	TWIN RICHFIELD OILS LTD CL A	DS	Feb/85		5000		63756
	Amended RRSP			Feb/85	1			8750
	Valentine, Roland T.	TWIN RICHFIELD OILS LTD CL B	DS	Feb/85				87035
ULSTER PETROLEUMS LTD.				Mar/85				5000
				Apr/85				92035
	RRSP			Feb/85	1			98035
ULSTER PETROLEUMS LTD.	Ulster Petroleum Ltd.	ULSTER PETES LTD		Apr/85		4500		9950
				Apr/85	R		4500	---
	Du Cane, John D.	ULTRAMAR PLC ORD PAR 25 PENCE	D	Apr/85		2000		8000
ULTRAMAR PLC.	Korylok, John Raymond	UNICORP CDA CORP CL A	S	Apr/85	E	200		200
				Apr/85	E	200		400
	Employee Share Purchase Plan	UNICORP CANADA CORP SRS D PFD		Apr/85	1	1000		950
UNITED HEARNE RESOURCES LTD.	Schaffer, Michael A.	UNITED HEARNE RES LTD	D	Apr/85	E 1		50	950
	Indirect Holdings			Apr/85	E 1		50	900
				Mar/85			3500	10000
VS SERVICES LTD.	Daele, Kenneth Charles	VS SERVICES LTD	S	Mar/85				199117
				Feb/85	E	4000		---
		VS SERVICES LTD PFD		Mar/85	E		4000	---
VULCAN INDUSTRIAL PACKAGING LIMITED	Clark, G. Ross	VULCAN INDL PACKAGING LTD	S	Feb/85	E			---
				Mar/85			1600	1500
				Mar/85		1500		
WALWYN INC	Morgan, J. D.	WALWYN INC	DISI	Mar/85				
	Holding Company			Apr/85	1	351		2187
	Rodger, David S.			Apr/85				36000
WITCO CHEMICAL CORPORATION			SI	Apr/85		337		10487
	Vistica, Edward A.	WITCO CHEM CORP	S	Apr/85			500	
				Mar/85				

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
WITCO CHEMICAL CORPORATION (Continued)	Vistica, Edward A.	WITCO CHEM CORP	S	Mar/85	X	1300		2500
YORBEAU RESOURCES INC.	Crevier, David P.	YORBEAU RESOURCES INC	S	Apr/85		7000		44125
	Renaud, Richard J. C.M.P. Oil & Gas Inc.		D	Mar/85		63500		149500
				Mar/85	1			210000

CHAPTER 8
NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Apr. 23, 1985	Guaranty Trust Company of Canada	ACCESS BANKING NETWORK INC. COMMON & 1/2 WARRANTS	525,000	700,000 share(s)
Apr. 15, 1985	Grayrock Capital Ltd	ALTAMIRA CAPITAL CORP. CLASS A SHARES	12,500	1,250 share(s)
"	National Victoria and Grey Trust Company (Account TE 8496-000-009)	"	2,500	250 share(s)
"	National Victoria and Grey Trust Company (Account TE 8484-000-010)	"	13,750	1,375 share(s)
"	Royal Trust Corporation of Canada, in trust for Account 554-466443	"	8,750	875 share(s)
Apr. 15, 1985	Grayrock Capital Ltd.	ALTAMIRA CAPITAL CORP. CLASS B SHARES	487,500	48,750 share(s)
"	National Victoria and Grey Trust Company (Account TE 8496-000-008)	"	97,500	9,750 share(s)
"	National Victoria and Grey Trust Company (Account TE 8484-000-010)	"	536,250	53,625 share(s)
"	Royal Trust Corporation of Canada, in trust for Account 554-466443	"	341,250	34,125 share(s)
Mar. 29, 1985	Alberta School Employee Long Term Disability Fund	B. T. SPECIAL EQUITY FUND UNITS	200,000	18,468 share(s)
"	CFCF Inc. Master Trust Investment Fund	"	300,000	27,703 unit(s)
"	Corporation des Pilotes Four le Have de Quebec	"	"	27,703 "
"	Federal Business Development Bank Pension Fund	"	1,000,000	92,343 unit(s)
"	Shipping Federation of Canada - I. L. A. Maritime Ports Pension Fund	"	"	92,343 "
Apr. 19, 1985	Cihra, George	CALVERT GAS & OILS LIMITED UNITS	25,600	8 unit(s)
"	Elliot, Beverley V.	"	32,000	10 unit(s)
"	Heenan, George B.	"	25,900	7 unit(s)
"	Rich, Betty	"	9,600	3 unit(s)
"	Wagstaff, Charles J.	"	14,800	4 unit(s)
Apr. 24, 1985	Ciccione, Domenic	HISPYKE EXPLORATIONS INC. UNITS	13,000	65,000 unit(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Apr. 24, 1985	Kasner, Glenn C.	HISPYKE EXPLORATIONS INC. UNITS	6,000	30,000 unit(s)
Apr 19, 1985	Latocha, Jack	" "	4,000	20,000 unit(s)
"	Martini, Peter	" "	"	20,000 "
"	Rowe, William	" "	"	20,000 "
"	Zanatta, Rita	" "	"	20,000 "
Apr. 09, 1985	Acacia Mutual Life Insurance Company	JULIAN COLE AND STEIN LIMITED PARTNERSHIP INTEREST	1,000,000	\$1,000,000
"	Bancap Venture Capital	" "	500,000	\$500,000
"	Board of Trustees of the Leland Stanford Junior University	" "	1,500,000	\$1,500,000
"	Board of Trustees, Delaware State Employees' Retirement Fund	" "	2,500,000	\$2,500,000
"	Burlington Industries, Inc. Retirement System	" "	1,000,000	\$1,000,000
"	Chase Manhattan Bank Trustee for P92104	" "	"	\$1,000,000
"	Chase Manhattan Bank, The N. A. Trustee for P92104	" "	"	\$1,000,000
"	Confederation Life Insurance Company	" "	500,000	\$500,000
"	Control Data Corporation	" "	"	\$500,000
"	CUNA Mutual Investment Corporation	" "	350,000	\$350,000
"	CUNA Mutual Pension Trust	" "	150,000	\$150,000
"	First National Bank of Chicago First Venture Fund for Pension and Profit Sharing Trusts	" "	300,000	\$300,000
"	Ford Motor Company Master Trust Plan	" "	2,500,000	\$2,500,000
"	Freeman, Bradford M.	" "	100,000	\$100,000
"	General Motors Corp. Master Trust-Hourly Rated Employees Pension Plan	" "	1,000,000	\$1,000,000
"	General Motors Corp. Master Trust-Salaries Employees Non-Contributory Retirement Plan	" "	"	\$1,000,000

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Apr. 09, 1985	Hermes Venture Partners	JULIAN COLE AND STEIN LIMITED PARTNERSHIP INTEREST	100,000	\$100,000
"	Hermes Venture Partners	" "	200,000	\$200,000
"	Imperial Trustees on behalf of Imperial Oil Limited Retirement Plan A1971A	" "	2,500,000	\$2,500,000
"	Inter-American Development Bank	" "	2,000,000	\$2,000,000
"	J.F. Shea Co., Inc.	" "	500,000	\$500,000
"	Johnson & Johnson Master Retirement Trust, The	" "	1,000,000	\$1,000,000
"	Liberty National Life Insurance Company	" "	800,000	\$800,000
"	Milner II, Reese L.	" "	125,000	\$125,000
"	Minnesota Mutual Life Insurance Company, The	" "	800,000	\$800,000
"	NYNEX Development Company	" "	1,500,000	\$1,500,000
"	Ontario Municipal Employees Retirement Board	" "	5,000,000	\$5,000,000
"	Pacific Mutual Life Insurance Company	" "	750,000	\$750,000
"	Riordan, Richard J.	" "	100,000	\$100,000
"	Rockwell International Ventures Inc.	" "	500,000	\$500,000
"	Taylor, J. V.	" "	"	\$500,000
"	Trustee of The First National Bank of Chicago First Venture Fund For Pension and Profit Sharing Trusts	" "	1,200,000	\$1,200,000
"	Trustees of Boston University	" "	250,000	\$250,000
"	Unitarian Universalist Association	" "	350,000	\$350,000
"	United Investors Life Insurance Company	" "	200,000	\$200,000
Apr. 12, 1985	324392 Alberta Inc.	NORCEN ENERGY RESOURCES LIMITED - INTERESTS	3,034,000	9.6162%
"	Canadian Pacific Airlines Limited Employees' Pension Trust Fund	" "	2,400,000	7.6067%
"	Independent Order of Foresters Canadian Head Office Pension Fund, The	" "	800,000	2.5356%

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Apr. 12, 1985	National Victoria and Grey Trust Company, The Account No. 6878	NORCEN ENERGY RESOURCES LIMITED - INTERESTS	2,800,000	8.8745%
"	Pensionfund Energy Resources Limited	" "	10,517,000	33.3333%
Mar. 26, 1985	Barnes, Don	ONTARIO 38 TOOLING LIMITED PARTNERSHIP - UNITS	10,000	1 unit(s)
"	Cash, S.	" "	20,000	1 unit(s)
"	Cerny, Steven F.	" "	10,000	1 unit(s)
"	Cuthbertson, George H.	" "	"	1 "
"	Cuthbertson, Helen I.	" "	"	1 "
"	French, Michael D.	" "	"	1 "
"	Golec, Walter	" "	"	1 "
"	Hubbard, Walter G.	" "	15,000	1 unit(s)
"	Levitt, Adrian	" "	"	1 "
"	Lockhart, D. H.	" "	10,000	1 unit(s)
"	MacDonald, John	" "	"	1 "
"	Mispel-Beyer, J. R.	" "	"	1 "
"	Morrison, David R.	" "	"	1 "
"	Newbury, Michael W	" "	"	1 "
"	Racey, John	" "	"	1 "
"	Scotchmer, Stephen R.	" "	"	1 "
"	Sloane, Robin	" "	"	1 "
"	Stevenson, Geoffrey W	" "	"	1 "
"	Sturgess, Douglas H.	" "	"	1 "
"	Young, Peter	" "	"	1 "
Apr. 15, 1985	London Life Insurance Co.	PROVIGO INC. - 11 7/8% DEBENTURES, SERIES F ISSUED FEBRUARY 28, 1985 TO MATURE FEBRUARY 28, 1995	4,631,040	\$4,800,000
Mar. 14, 1985	Sun Life Assurance Company of Canada	" "	4,000,000	\$4,000,000
Jan. 18, 1985	Mutual Life Assurance Company of Canada, The	RYDER TRUCK RENTAL CANADA LTD. NOTE DUE JANUARY 15, 1990 12.25%	6,000,000	\$6,000,000
Apr. 19, 1985	National Victoria and Grey Trust Company, The	TARO INDUSTRIES LIMITED COMMON SHARES	200,000	160,000 share(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Apr. 25, 1985	Robert Strongman Agencies Ltd	UPPER CANADA BREWING COMPANY, LIMITED PARTNERSHIP - UNIT	25,000	1 unit(s)
Apr. 15, 1985	Barratt, Thomas R.	WARREN EXPLORATIONS LIMITED UNITS	25,000	1 unit(s)
"	Beck, Howard L.	"	100,000	4 unit(s)
"	Bondy, R. A.	"	25,000	1 unit(s)
"	Cheskes, Albert	"	"	1 "
"	Conwest Exploration Company Limited	"	375,000	15 unit(s)
"	Craig, John H.	"	25,000	1 unit(s)
"	Davis, James C.	"	"	1 "
"	Fish, Robert S.	"	50,000	2 unit(s)
"	Hay, Douglas D.	"	25,000	1 unit(s)
"	Hay, Robert J.	"	"	1 "
"	Iskander, Ezzat	"	"	1 "
"	Keeso, John H.	"	"	1 "
"	Lockwood, B. Bruce	"	50,000	2 unit(s)
"	Mudge, Graham F.	"	25,000	1 unit(s)
"	Stapleton, A. E.	"	"	1 "
"	Stapleton, John	"	"	1 "
"	Waitzer, Edward J.	"	"	1 "

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE (\$)	AMOUNT
Apr. 10, 1985	Jul. 08, 1983	York Employees' Pension and Benefit Fund	ACKLANDS LTD. - COMMON SHARES	105,600	6,600 share(s)

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

<u>SELLER</u>	<u>SECURITY</u>	<u>AMOUNT</u>
Paraday Resources Inc.	HYDRA EXPLORATIONS LIMITED - COMMON SHARES	250,000 share(s)
Young, William Lee	NORTHUMBERLAND MINES LIMITED - COMMON SHARES	50,000 "
Crowborough Investments Limited	SPAR AEROSPACE LIMITED - SUBORDINATE VOTING SHARES	35,680 "

CHAPTER 9

TAKE-OVER BIDS, ISSUER BIDS

9.1 TAKE-OVER BIDS, ISSUER BIDS

TAKE-OVER BIDS, ISSUER BIDS

279648 BC LTD. *
 (Offeror)

FINANCIAL TRUSTCO CAPITAL LTD.
 (Offeree)

INTERLAKE DEVELOPMENT CORP. *
 (Offeror)

CORE ENERGY CORP.
 (Offeree)

NOTICE OF INTENTION - FORM 35

PENNANT RESOURCES LIMITED

* Cash Offer

CHAPTER 10
CONTINUOUS DISCLOSURE FILINGS

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
800 KENNEDY ROAD LTD.	IFS 6 MN JA 31 85
ACKLANDS LTD.	IFS 3 MN FE 28 85
ACKLANDS LTD.	PRIVATE PLACEMENTS
ACKLANDS LTD.	CERTIF. OF MAILING
ADVANCE MURGOR EXPLORATIONS LIMITED	APPLICATION
AGASSIZ RESOURCES LTD.	IFS 9 MN MR 31 85
AGF MANAGEMENT LIMITED	ANNUAL REPORT
AGF MANAGEMENT LIMITED	IFS 3 MN FE 28 85
AHED CORPORATION	AUD. ANN. FIN. STMT.
AHED CORPORATION	IFS 3 MN FE 28 85
AHED CORPORATION	SHRHLDRS. MTNG. MAT.
AIR CANADA	ANNUAL REPORT
ALBANY COURT APARTMENTS INC.	LET. TO SHAREHOLDERS
ALBANY COURT APARTMENTS INC.	SHRHLDRS. MTNG. MAT.
ALLIED CORPORATION	SHRHLDRS. MTNG. MAT.
ALTEX RESOURCES LTD.	ANNUAL REPORT
ALTEX RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
ALUMINUM COMPANY OF CANADA LTD.	ANNUAL INFO. FORM
AMCA INTERNATIONAL LIMITED	CERTIFIED ANNUAL REP
AMCA INTERNATIONAL LIMITED	SHRHLDRS. MTNG. MAT.
AMCA INTERNATIONAL LIMITED	1984 HIGHLIGHTS
AMERICAN ELECTRIC POWER COMPANY INC.	ANNUAL REPORT
AMERICAN EXPRESS COMPANY	FORM 10K
ASCOT LIMITED PARTNERSHIP	SIGNED FINANCIAL STA
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PACIFIC CASSIAR LIMITED	T.S.E. MATERIAL
PACO CORPORATION OF CANADA LIMITED	IFS 6 MN JA 31 85
PACO CORPORATION OF CANADA LIMITED	CERTIF. OF MAILING
PACO CORPORATION OF CANADA LIMITED	REQUEST TO REMOVE CT
PAGE PETROLEUM LTD.	ANNUAL REPORT
PAGE PETROLEUM LTD.	SHRHLDRS. MTNG. MAT.
PAGEBROOK GULF STREET PARTNERSHIP	AUD. ANN. FIN. STMT.
PAGEBROOK MULTIHOLDINGS PARTNERSHIP	AUD. ANN. FIN. STMT.
PAGEBROOK PEEL II PARTNERSHIP	AUD. ANN. FIN. STMT.
PAGEBROOK REALTY FUND	PRELIM. PROSPECTUS
PAGEBROOK-BLOOR PARTNERSHIP	AUD. ANN. FIN. STMT.
PAGEBROOK-PEEL PROPERTIES PARTNERSHIP	AUD. ANN. FIN. STMT.
PAGURIAN CORPORATION LIMITED, THE	ANNUAL REPORT
PAMOUR PORCUPINE MINES LIMITED	PRESS RELEASE
PAMOUR PORCUPINE MINES LIMITED	PRESS RELEASE
PANARCTIC OILS LTD.	PRESS RELEASE
PANARCTIC OILS LTD.	PRESS RELEASE
PANCANADIAN PETROLEUM LTD.	CHANGE DIRECTORS
PARAMOUNT RESOURCES LTD.	PRESS RELEASE
PARKVIEW VILLAGE I LIMITED PARTNERSHIP	RULING/ORDER/REASONS
PEGASUS GOLD INC.	FORM 8-K, MARCH 19,
PEMBINA RESOURCES LIMITED	ANNUAL REPORT
PEMBINA RESOURCES LIMITED	PRESS RELEASE
PEMBINA RESOURCES LIMITED	SHRHLDRS. MTNG. MAT.
PEMBINA RESOURCES LIMITED	PRESS RELEASE
PENN WEST PETROLEUM LTD.	ANNUAL REPORT
PENN WEST PETROLEUM LTD.	SHRHLDRS. MTNG. MAT.
PENNANT RESOURCES LIMITED	PRESS RELEASE
PETROMET RESOURCES LIMITED	FORM 27-MAT. CHANGE
PHILLIPS CABLES LIMITED	ANNUAL REPORT
PHILLIPS CABLES LIMITED	SHRHLDRS. MTNG. MAT.
PHILLIPS PETROLEUM COMPANY	DIVIDEND NOTICE
PHILLIPS, HAGER & NORTH CANADIAN FUND	AUD. ANN. FIN. STMT.
PHILLIPS, HAGER & NORTH FUND	AUD. ANN. FIN. STMT.
PHOBIA	AUD. ANN. FIN. STMT.
PHOTO ENGRAVERS & ELECTROTYPERS LTD.	IFS 3 MN MR 31 85
PINE POINT MINES LIMITED	PRESS RELEASE
PLACER DEVELOPMENT LIMITED	PRESS RELEASE
PLACER DEVELOPMENT LIMITED	PRESS RELEASE
PLEXUS RESOURCES CORPORATION	PRESS RELEASE
POLYCOM SYSTEMS LIMITED	CERTIF. OF MAILING
PONEY EXPLORATIONS LTD.	PRESS RELEASE
POWER CORPORATION OF CANADA	ANNUAL REPORT

Xerographic and microfiche copies of these documents are available from:
Micromedia Ltd, 144 Front Street West, Toronto, Ontario M5J 2L7 (416) 593-5211

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
POWER CORPORATION OF CANADA	ANNUAL INFO. FORM
POWER FINANCIAL CORPORATION	PRESS RELEASE
POWER FINANCIAL CORPORATION	PRELIM. PROSPECTUS
PRAIRIE OIL ROYALTIES COMPANY LIMITED	SHRHLDRS. MTNG. MAT.
PRINCETON GOLD MINES LIMITED	IFS 3 MN MR 31 85
PRINCIPAL NEO-TECH INC.	T.S.E. MATERIAL
PRODECO OIL & GAS CO. LTD.	PRESS RELEASE
PROVIGO INC.	PRESS RELEASE
PUBLIC STORAGE CANADIAN PROPERTIES (ALSO	FORM 27-MAT. CHANGE
PUBLIC STORAGE CANADIAN PROPERTIES (ALSO	PRESS RELEASE
PURE GREENS LTD.	PRIVATE PLACEMENTS
QUAKER STATE OIL REFINING CORPORATION	APPLICATION
QUEBEC TELEPHONE	SHARE PURCHASE PLAN
QUEBECOR INC.	PRESS RELEASE
QUEENSTON GOLD MINES LIMITED	CHANGE DIRECTORS
RCI ACQUISITIONS INC.	LET. TO SHAREHOLDERS
REALGROWTH CANADIAN EQUITY FUND	SIGNED ANNUAL FINANC
REDRUTH GOLD MINES LIMITED	IFS 3 MN MR 31 85
REED INC.	NOTICE OF REDEMPTION
REED STENHOUSE COMPANIES LIMITED	PRESS RELEASE
REICHHOLD LIMITED	LET. TO SHAREHOLDERS
RENAISSANCE ENERGY LTD.	ANNUAL REPORT
RESEARCH EQUITY FUND, INC.	IFS 6 MN DE 31 84
RESOURCE SERVICE GROUP LTD.	PRESS RELEASE
RESOURCE SERVICE GROUP LTD.	PRESS RELEASE
REVELSTOKE COMPANIES LTD.	ANNUAL REPORT
ROBINSON, LITTLE & CO. LTD.	T.S.E. MATERIAL
RODEO RESOURCES LTD.	PRESS RELEASE
ROGERS CABLESYSTEMS INC.	PRESS RELEASE
ROGERS CABLESYSTEMS INC.	PRIVATE PLACEMENTS
ROSE GOLD MINING COMPANY, LIMITED	AUD. ANN. FIN. STMT.
ROSE GOLD MINING COMPANY, LIMITED	IFS 3 MN MR 31 85
ROSE GOLD MINING COMPANY, LIMITED	FORM 28-ANN. FILING
ROYAL TRUSTCO LIMITED	PRESS RELEASE
ROYAL TRUSTCO LIMITED	PRESS RELEASE
ROYAL TRUSTCO LIMITED	1984 MANAGEMENT SHAR
ROYFUND BOND FUND	NAME CHANGE
ROYFUND BOND FUND	PROSPECTUS
ROYFUND EQUITY LTD.	PROSPECTUS
RUNDLE GOLD MINES LIMITED	FORM 28-ANN. FILING
SCARBA HOLDINGS LIMITED	PRELIM. PROSPECTUS
SCARBORO RESOURCES LIMITED	PRESS RELEASE
SCARBORO RESOURCES LIMITED	T.S.E. MATERIAL
SCEPTRE RESOURCES LIMITED	SHRHLDRS. MTNG. MAT.
SCINTILORE EXPLORATIONS LIMITED	PRIVATE PLACEMENTS
SEABRIGHT RESOURCES INC.	PRESS RELEASE
SEARS CANADA INC.	PRESS RELEASE
SEARS CANADA INC.	PRESS RELEASE

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Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
SED SYSTEMS INC.	FORM 27-MAT. CHANGE
SEEL MORTGAGE INVESTMENT CORPORATION	PRESS RELEASE
SEEL MORTGAGE INVESTMENT CORPORATION	PRESS RELEASE
SHAW CABLESYSTEMS LTD.	PRESS RELEASE
SHELL CANADA LIMITED	PRESS RELEASE
SHERRITT GORDON MINES LIMITED	PRESS RELEASE
SILVER CREEK - CEDARWOOD PARTNERSHIP	AUD. ANN. FIN. STMT.
SILVERSIDE RESOURCES INC.	APPLICATION
SILVERSIDE RESOURCES INC.	FORM 27-MAT. CHANGE
SILVERTON RESOURCES LTD.	PRESS RELEASE
SILVERTON RESOURCES LTD.	PRESS RELEASE
SIMCOE ERIE INVESTORS LIMITED	ANNUAL REPORT
SONORA GOLD CORP.	PRESS RELEASE
SOUTHAM INC.	ANNUAL INFO. FORM
SOUTHERN EAGLE PETROLEUM INC.	AUD. ANN. FIN. STMT.
SOUTHERN EAGLE PETROLEUM INC.	SPECIAL TRUST ACCOUNT
SPACE BOATS INC	OFFERING MEMORANDUM
SPACE BOATS INC	PRIVATE PLACEMENTS
SPAR HOLDINGS & EXPLORATIONS LIMITED	AUD. ANN. FIN. STMT.
SPAR HOLDINGS & EXPLORATIONS LIMITED	SHRHLDRS. MTNG. MAT.
ST. CHARLES VILLAGE DEVELOPMENT	PRIVATE PLACEMENTS
ST. LAWRENCE CEMENT INC.	PRESS RELEASE
STANDARD BROADCASTING CORPORATION	TRANSFER AGENT
STELCO INC.	PRESIDENT'S ADDRESS
STONEHILL PARTNERSHIP	AUD. ANN. FIN. STMT.
STORNAWAY RESOURCES CORPORATION	LET. TO SHAREHOLDERS
STRATHCONA RESOURCE INDUSTRIES LTD.	SHRHLDRS. MTNG. MAT.
SULLIVAN MINES INC.	ANNUAL REPORT
SULLIVAN MINES INC.	SHRHLDRS. MTNG. MAT.
SULLIVAN MINES INC.	CERTIF. OF MAILING
SUNCOR INC.	PRESS RELEASE
TANDY CORPORATION	PRESS RELEASE
TELE-METROPOLE INC.	IFS 6 MN FE 28 85
TELE-METROPOLE INC.	FIGURES FOR THE SIX
TERRAMAR RESOURCE CORP.	OFFERING MEMORANDUM
TIE/TELECOMMUNICATIONS CANADA LIMITED	ANNUAL REPORT
TIE/TELECOMMUNICATIONS CANADA LIMITED	SHRHLDRS. MTNG. MAT.
TORSTAR CORPORATION	CERTIF. OF MAILING
TRADERS GROUP LIMITED	T.S.E. MATERIAL
TRADERS GROUP LIMITED	PRIVATE PLACEMENTS
TRANS MOUNTAIN PIPE LINE COMPANY LIMITED	PRESS RELEASE
TRANS MOUNTAIN PIPE LINE COMPANY LIMITED	PRESS RELEASE
TRANS MOUNTAIN PIPE LINE COMPANY LIMITED	PRESS RELEASE
TRANS MOUNTAIN PIPE LINE COMPANY LIMITED	DIVIDEND NOTICE
TRANSALTA UTILITIES CORPORATION	PRESS RELEASE
TRANSCANADA PIPELINES LIMITED	CERTIF. OF MAILING
TRANSCANADA PIPELINES LIMITED	CERTIF. OF MAILING
TRANSPACIFIC RESOURCES INC.	PRIVATE PLACEMENTS

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Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
TREASURE VALLEY EXPLORATIONS LTD.	APPLICATION
TRI POWER CORPORATION	SHRHLDRS. MTNG. MAT.
TRICENTROL PLC	FORM 6-K FOR THE MON
TRIPLE CROWN ELECTRONICS INC.	FORM 27-MAT. CHANGE
TRIZEC CORPORATION LTD.	DISCLOSURE UNDER SEC
TURBO RESOURCES LIMITED	PRESS RELEASE
TURBO RESOURCES LIMITED	PRESS RELEASE
TURBO RESOURCES LIMITED	PRESS RELEASE
UNICORP CANADA CORPORATION	EXECUTIVE SHARE OPTI
UNITED FINANCIAL MANAGEMENT LTD.	FORM 27-MAT. CHANGE
UNIVERSAL FUELS COMPANY	10Q 9 MN FE 28 85
VERSATILE CORPORATION	ANNUAL REPORT
VERSATILE CORPORATION	SHRHLDRS. MTNG. MAT.
VESTGRON MINES LIMITED	RESULTS FOR THE 3 MO
VESTGRON MINES LIMITED	PRESS RELEASE
VESTGRON MINES LIMITED	PRESS RELEASE
WCS PARTNERSHIP	PRIVATE PLACEMENTS
WCS PARTNERSHIP	PRIVATE PLACEMENTS
WESTFAIR FOODS LTD.	ANNUAL REPORT
WESTFIELD MINERALS LIMITED	ANNUAL REPORT
WESTFIELD MINERALS LIMITED	PRESS RELEASE
WESTFIELD MINERALS LIMITED	PRIVATE PLACEMENTS
WESTGROWTH PETROLEUMS LTD.	FORM 27-MAT. CHANGE
WESTMOUNT RESOURCES LTD.	PRESS RELEASE
WESTMOUNT RESOURCES LTD.	PRESS RELEASE
WESTMOUNT RESOURCES LTD.	TAKEOVER/FORM 35
WHIM CREEK CONSOLIDATED N.L.	EXERCISE OF OPTIONS
WOODWARD ACCEPTANCE COMPANY LIMITED	AUD. ANN. FIN. STMT.
WOODWARD ACCEPTANCE COMPANY LIMITED	FORM 29 OR ACFC
WOODWARD'S LIMITED	PRESS RELEASE
WRIGHT-HARGREAVES MINES LIMITED	CERTIF. OF MAILING
WRIGHT-HARGREAVES MINES LIMITED	SHRHLDRS. MTNG. MAT.
XEROX CANADA INC.	PRESS RELEASE
YELLOWKNIFE BEAR RESOURCES INC.	DIVIDEND NOTICE
YELLOWKNIFE BEAR RESOURCES INC.	CERTIF. OF MAILING
YELLOWKNIFE BEAR RESOURCES INC.	PRESS RELEASE
YELLOWKNIFE BEAR RESOURCES INC.	T.S.E. MATERIAL
YELLOWKNIFE BEAR RESOURCES INC.	T.S.E. MATERIAL
YONGE-ROSEDALE PARTNERSHIP	AUD. ANN. FIN. STMT.
YORBEAU RESOURCES INC.	PRESS RELEASE
ZAVITZ TECHNOLOGY INC. (FORMERLY PROMED)	CERTIF. OF MAILING
ZELLER'S LIMITED	PRESS RELEASE

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CHAPTER 11
NEW ISSUE AND SECONDARY FINANCING

11.1 PRELIMINARY PROSPECTUSES RECEIVED

11.1.1 ABERFORD RESOURCES LTD.

April 29, 1985

Aberford Resources Ltd.

National Issue - Alberta

Offering \$50,000,000 9% convertible subordinated debentures, unsecured and redeemable, at a price of 100% plus accrued interest, if any.

Underwriters: McLeod Young Weir Limited
Richardson Greenshields of Canada Limited
Merrill Lynch Canada Inc.
Nesbitt Thomson Bongard Inc.
Wood Gundy Inc.
First Marathon Securities Limited

11.1.2 COUNSEL TRUSTCO CORPORATION

Counsel Trustco Corporation

A preliminary prospectus has been filed pursuant to Section 52(2) of the Act.

11.1.3 TRANSALTA RESOURCES CORPORATION

TransAlta Resources Corporation

National Issue - Alberta

Offering *,000,000 first preferred shares, Series B (redeemable) at a price of \$* per share.

Underwriter: Merrill Lynch Canada Inc.

11.1.4 CANTERRA ENERGY LTD.

Canterra Energy Ltd.

National Issue - Alberta

Offering units consisting of * common shares and one \$1,000 principal amount * % convertible subordinated debenture (unsecured and redeemable at a price of \$* per unit plus accrued interest, if any.

Underwriters: Wood Gundy Inc.
Burns Fry Limited
Dominion Securities Pitfield Limited

11.1.5 CONTRANS CORP.

Contrans Corp.

National Issue - Ontario

Offering \$* of * Class A subordinate voting shares at a price of \$ * per share.

Underwriter: Dominion Securities Pitfield Limited

11.1.6 RENAISSANCE ENERGY LTD.

Renaissance Energy Ltd.

National Issue - Alberta

Offering 749,453 units consisting of 749,453 common shares and 374,727 common share purchase warrants, each unit consists of one common share and one-half of a common share purchase warrant at a price of exercise of one special warrant per unit.

Agent: Peters & Co. Limited

11.1.7 GO VACATIONS 1984 LIMITED PARTNERSHIP

Go Vacations 1984 Limited Partnership

National Issue - Ontario

Offering Class I and Class II units of eight different series constituting interests in the limited partnership at a price of \$*.

Distributor: Go Vacations Canada Limited

11.2 PRELIMINARY SHORT FORM PROSPECTUS RECEIVED

11.2.1 SCEPTRE RESOURCES LIMITED

April 29, 1985

Sceptre Resources Limited

National Issue - Alberta

Offering \$*,000,000 of * % convertible debentures, unsecured and redeemable, at a price of 100% plus accrued interest if any.

Underwriters: Burns Fry Limited
Dominion Securities Pitfield Limited

11.3 FINAL RECEIPTS ISSUED

11.3.1 QUEST 85 ENERGY PROGRAM LIMITED PARTNERSHIP

Quest 85 Energy Program Limited Partnership

Final receipt issued April 19, 1985 for a prospectus dated April 15, 1985 qualifying for sale on a best efforts basis a minimum of 15,000 and a maximum of 50,000 limited partnership units at \$1.00 per unit with a minimum subscription of 50 units. Net proceeds after commissions will be \$1,350,000 assuming a minimum offering and \$4,500,000 assuming a maximum offering.

Promoter: Quest Energy Corporation
Agent: Equion Securities Canada Limited

11.3.2 ULTRAMAR CAPITAL CORPORATION

Ultramar Capital Corporation

Final receipt issued April 24, 1985 for the prospectus dated April 23, 1985 offering \$125,000,000 (5,000,000 shares) 8.75% Cumulative Redeemable Retractable First Preferred Shares, Series 1.

Underwriter: Dominion Securities Pitfield Limited
Nesbitt Thomson Bongard Inc.

11.3.3 CUNDILL VALUE FUND LTD.

Cundill Value Fund Ltd.

Final receipt issued April 24, 1985 for a prospectus dated April 15, 1985 qualifying mutual fund shares at net asset value.

Distributor: registered mutual fund distributors,
investment dealers and brokers.

11.3.4 PRINCIPAL VENTURE FUND LTD.

Principal Venture Fund Ltd.

Final receipt issued April 25, 1985 for a prospectus dated April 24, 1985 qualifying mutual fund shares for distribution at net asset value per share.

Distributors: First Investors Corporation Ltd.
Principal Consultants Ltd.

11.3.5 AGF PREFERRED INCOME FUND

AGF Preferred Income Fund

Final receipt issued April 25, 1985 for a prospectus dated April 24, 1985 qualifying mutual fund units at net asset value.

Distributor: A.G.F. Management Limited

11.3.6 U.S. STEEL CANADA INC.

U.S. Steel Canada Inc.

Final receipt issued April 25, 1985 for a prospectus dated April 24, 1985 offering \$137,500,000 9% cumulative redeemable retractable preferred shares, Series 1 at \$25.00 per share (5,500,000 shares). Net proceeds to the corporation will be \$133,925,000 before deducting expenses of the issue.

Underwriters: Dominion Securities Pitfield
Wood Gundy Inc.
Nesbitt Thomson Bongard Ltee.

11.3.7 UNITED SECURITY FUND

United Security Fund

Final receipt issued April 26, 1985 for a simplified prospectus and an annual information form both dated April 26, 1985 qualifying for sale units at net asset value.

Distributor: United Investment Services

11.3.8 EMCO LIMITED

Emco Limited

Final receipt issued April 26, 1985 for a prospectus dated April 26, 1985 offering 1,800,000 common shares at \$16.50 per share. Net proceeds to the Company before deducting expenses of the issue will be \$29,197,800.

Underwriters: Gordon Capital Corporation
McLeod Young Weir Limited

11.3.9 AGF SPECIAL FUND LIMITED

AGF Special Fund Limited

A final receipt was issued April 29, 1985 for a prospectus dated April 26, 1985 qualifying for distribution units of the Fund at net asset value.

Distributor: AGF Management Limited

11.3.10 CORPORATE INVESTORS STOCK FUND LIMITED

Corporate Investors Stock Fund Limited

Final receipt issued April 29, 1985 for a prospectus dated April 26, 1985 qualifying mutual fund shares at net asset value.

Distributor: A.G.F. Management Limited

11.3.11 CORPORATE INVESTORS, LIMITED

Corporate Investors, Limited

Final receipt issued April 29, 1985 for a prospectus dated April 26, 1985 qualifying Class A shares of Corporate Investors, Limited at net asset value.

Distributor: A.G.F. Management Limited.

11.3.12 COMMERCE INCOME FUND

Commerce Income Fund

A final receipt was issued April 30, 1985 for a prospectus dated April 29, 1985 qualifying units of the Fund for distribution at net asset value.

11.3.13 SYDNEY DEVELOPMENT CORPORATION

Sydney Development Corporation

Final receipt issued April 30, 1985 for a prospectus dated April 25, 1985 offering Rights to purchase 9% Cumulative Convertible Preference Shares to shareholders of the Company on the basis of one (1) Right for each Common Share held. Twenty (20) Rights will entitle the holder to purchase one (1) Preference Share at a price of \$10.00 per share. Maximum proceeds to the Company if the Rights are fully exercised will be \$4,690,397 before deducting expenses of the issue.

Soliciting Dealer: Midland Doherty Limited

11.3.14 MIT 85-3

MIT 85-3

A final receipt was issued May 1, 1985 for a prospectus dated April 30, 1985 qualifying mutual fund units at net asset value.

Distributor: Merrill Lynch Canada Inc.

11.4 FINAL RECEIPTS ISSUED - SHORT FORM PROSPECTUS

11.4.1 ALUMINUM COMPANY OF CANADA, LIMITED

Aluminum Company of Canada, Limited

Final receipt issued April 26, 1985 for a short form prospectus dated April 26, 1985 qualifying for sale 1,500,000 Floating Rate Cumulative Redeemable Preference Shares, Series C, 1985 issue and 400,000 Floating Rate Cumulative Redeemable Preference Shares, Series D, 1985 issue at \$25.00 Cdn. and \$25.00 U.S. respectively. Net proceeds to the Company before deducting expenses of the issue will be \$36,300,000 Cdn. and \$9,680,000 U.S.

Underwriters: Wood Gundy Inc.
Dominion Securities Pitfield Limited

11.4.2 THE BANK OF NOVA SCOTIA

The Bank of Nova Scotia

A final receipt was issued on April 30, 1985 for a short form prospectus dated April 30, 1985 offering 4,000,000 floating rate preferred shares at \$25.10 per share. Net proceeds to the Bank will be \$99,400,000.

Underwriter: Burns Fry Limited

11.5 PRELIMINARY PROSPECTUS WITHDRAWN

11.5.1 GENSTAR FINANCIAL CORPORATION

Genstar Financial Corporation

Preliminary prospectus dated February 7, 1985 has been withdrawn at the request of the issuer.

11.6 RIGHTS OFFERING ACCEPTED

11.6.1 SPARTON RESOURCES INC.

April 29, 1985

Sparton Resources Inc.

Material acceptable to the Commission has been filed by Sparton Resources Inc. in respect of a proposed Rights Offering.

11.7 ANNUAL INFORMATION FORMS RECEIVED

11.7.1 MACLEAN HUNTER LIMITED

April 26, 1985

Maclean Hunter Limited

An annual information form dated April 24, 1985 has been filed by Maclean Hunter Limited. This is a refiling.

11.7.2 ALCAN ALUMINIUM LIMITED

April 29, 1985

Alcan Almuninium Limited

An annual information form dated March 28, 1985 has been filed by Alcan Aluminium Limited. This is a refiling.

11.7.3 CROWN LIFE INSURANCE COMPANY

Crown Life Insurance Company

An annual information form dated April 24, 1985 has been filed by Crown Life Insurance Company. This is a refiling.

11.7.4 DOMTAR INC.

Domatar Inc.

An annual information form dated April 24, 1985 has been filed by Domtar Inc. This is a refiling.

11.7.5 GAZ METROPOLITAIN, INC.

Gaz Metropolitan, Inc.

An annual information form dated April 22, 1985 has been filed by Gaz Metropolitan, Inc. This is a refiling.

11.7.6 WESTCOAST TRANSMISSION COMPANY LIMITED

Westcoast Transmission Company Limited

An annual information form dated April 24, 1985 has been filed by Westcoast Transmission Company Limited. This is a refiling.

11.7.7 SCEPTRE RESOURCES LIMITED

Sceptre Resources Limited

The first annual information form dated April 26, 1985 filed by Sceptre Resources Limited has been accepted by the Commission.

11.7.8 INVESTORS BOND FUND

Investors Bond Fund

An annual information form, dated April 16, 1985, filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt issued April 29, 1985 for a Simplified Prospectus dated April 16, 1985 qualifying mutual fund units at net asset value.

Distributor: Investors Syndicate Limited

11.7.9 MER EQUITY FUND, MER GROWTH FUND AND MER MONEY MARKET FUND

Mer Equity Fund

Mer Growth Fund

Mer Money Market Fund

An annual information form dated March 25, 1985 filed concurrently with the Simplified Prospectus has been accepted by the Commission.

Final receipt issued April 29, 1985 for a Simplified Prospectus dated March 25, 1985 qualifying mutual fund units at net asset value.

Distributor: Merritt Easton Rae Management Ltd.

11.7.10 MD GROWTH INVESTMENTS LIMITED

April 30, 1985

MD Growth Investments Limited

An annual information form, dated April 26, 1985 filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt issued April 30, 1985 for a Simplified Prospectus dated April 26, 1985 qualifying redeemable Non-voting Class A shares of MD Growth Investments Limited at their net asset value.

Distributor: MD Management Limited

11.7.11 UNITED VENTURE RETIREMENT FUND

United Venture Retirement Fund

An annual information form, dated April 26, 1985, filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt issued April 30, 1985 for a Simplified Prospectus dated April 26, 1985 qualifying mutual fund units at net asset value.

11.7.12 UNITED ACCUMULATIVE RETIREMENT FUND

May 1, 1985

United Accumulative Retirement Fund

An annual information form, dated April 26, 1985, filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt issued May 1, 1985 for a Simplified prospectus dated April 26, 1985 qualifying mutual fund shares at net asset value.

Distributor: United Investment Services Ltd.

11.7.13 ALL-CANADIAN REVENUE GROWTH FUND ET AL

All-Canadian Revuene Growth Fund
Univest Growth Fund
Natural Resources Growth Fund Ltd.
International Growth Fund

Annual information forms dated April 30, 1985 filed concurrently with the Simplified Prospectus, have been accepted by the Commission.

Final receipt issued May 1, 1985 for a Simplified Prospectus dated April 30, 1985 qualifying mutual fund shares or units at net asset value.

Distributor: Registered dealers and brokers.

11.7.14 INVESTORS MORTGAGE FUND

Investors Mortgage Fund

An annual information form, dated April 16, 1985 filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt issued May 1, 1985 for a Simplified Prospectus dated April 16, 1985 qualifying mutual fund units at net asset value.

Distributor: Investors Syndicate Limited

11.7.15 INVESTORS RETIREMENT MUTUAL FUND

Investors Retirement Mutual Fund

An annual information form, dated April 26, 1985 filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt issued May 1, 1985 for a Simplified Prospectus dated April 16, 1985 qualifying mutual fund units at net asset value.

Distributor: Investors Syndicate Limited

11.7.16 FIRST CANADIAN MORTGAGE FUND

First Canadian Mortgage Fund

An annual information form dated April 30, 1985, filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt issued May 1, 1985 for a Simplified Prospectus dated April 30, 1985 qualifying mutual fund units at net asset value.

Distributor: A Canadian chartered bank.

CHAPTER 12
REGISTRATIONS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 25
OTHER INFORMATION

25.1 RELEASE FROM ESCROW

25.1.1 INTENSITY RESOURCES LTD.

April 29, 1985

Intensity Resources Ltd.

The Commission hereby consents to the release of all the remaining 178,565
escrowed common shares of Intensity Resources Ltd.

25.2 COMPANIES BRANCH/REASONS AND DECISIONS

25.2.1 AUTOBANK INC.

The following is an insert with respect to a decision made by the Companies Branch, Ministry of Consumer and Commercial Relations, in the matter of AUTOBANK INC., issued on April 24th, 1985.



Ontario

Ministry of
Consumer and
Commercial
RelationsMinistère de la
Consommation
et du
CommerceCompanies
BranchDirection des
compagnies555 Yonge Street
Toronto, Ontario
M7A 2H6
416/963-

IN THE MATTER OF THE
BUSINESS CORPORATIONS ACT, 1982

S.O. 1982, Chapter 4

AND

IN THE MATTER OF

AUTOBANK INC.

REASONS AND DECISION

APPEARANCES:

No one appearing on behalf of AUTOBANK INC., (hereinafter sometimes referred to as the "Proponent")

Alexander T. Neuman appearing on behalf of DU-KANE AUTOMOTIVE SUPPLIES LIMITED, c.o.b. as AUTO BANK OF CANADA (hereinafter sometimes referred to as the "Objector")

A hearing was held before me on the 10th day of October, 1984, pursuant to subsection 12(1) of the Business Corporations Act, 1982 (the "Act"). The purpose of the hearing was to decide whether or not a certificate of amendment to the articles of incorporation of the Proponent, AUTOBANK INC., Ontario Corporation Number 525932 should be issued changing the name of the corporation.

The Proponent corporation, Autobank Inc., was incorporated on November 1, 1982. No one appeared on behalf of the Proponent. The objects as set forth in the articles of incorporation include the following:

- (a) To operate and conduct a service for use of merchants of automobiles and other products whereunder information about availability of inventory in the market place will be researched, stored and exchanged;

The Objector was incorporated by Letters Patent dated October 2, 1982 under the name Du-Kane Automotive Supplies Limited. The Objector filed a style name under the Corporations Information Act on February 11, 1977, which expired on February 10, 1982. A second registration was filed on September 9, 1983, to expire September 8, 1988.

Abraham Cohen, the President of Du-Kane Automotive Supplies Limited, testified on behalf of the Objector.

The Objector sells and services parts for all makes of automobiles and trucks. Mr. Cohen testified that he has been operating this type of business since 1950.

The Objector first used the name "Autobank of Canada" in the Spring of 1974. Exhibit No. 5 consists of an announcement forwarded to customers of the Objector, announcing the grand opening of the "Autobank". These announcements were distributed in the early part of April 1974, before the opening party.

Exhibit No. 2 includes two registrations under the Corporations Information Act by the objector for the name "Autobank of Canada". The first registration covers the period from February 11, 1977 to February 10, 1982. The second registration commenced September 9, 1983 and expires September 8, 1988.

Exhibit No. 4 is the Liquor Licence Special Occasion Permit which was issued to Mr. Cohen on May 2nd, 1974 under the name "Autobank of Canada".

Exhibit No. 6 consists of a magazine, "Canadian Automotive Trade" dated April 19, 1974. On page 102(d)(e), there is an article entitled "Meet the Duke", with reference to the opening of the store to be known as "Auto Bank".

Exhibit No. 7 consists of carbon copies of invoices using the name "Auto Bank" in bold letters "of Canada" in smaller letters. These invoices are dated July 1978, October 4, 1974.

Exhibit No. 8 consists of the form of envelope the Objector currently uses which includes in the left hand corner the designation "Auto Bank of Canada".

Mr. Cohen testified that he chose the style name "Auto Bank of Canada" because the store in question was converted from a former bank.

As Exhibit No. 9, the Objector put in two advertisements. One from the Bargain Hunter dated June 23, 1983. This advertisement is for "Autobank Inc." and is entitled "The First Dating Service for Automobiles". The ad explains as follows: "Our computers hold data on thousands of used cars at reputable dealerships across Ontario. We don't sell the cars. We don't even take a commission. We just tell you where to find what you want...". It would appear from this ad that the Proponent is involved in a vehicle selection service. The second ad is from the Toronto Star and is very similar to the ad placed in the Bargain Hunter.

The Objector carries on its business in the area of Metropolitan Toronto and lists its business in the Metropolitan Toronto white page directory and yellow page directory.

With respect to confusion, Mr. Cohen testified that he has personally received telephone calls from individuals confusing his business with that of the Proponent. He has to advise these callers that the Objector is not in the vehicle selection business. He received about two or three calls a days for the duration of the Proponent's advertisements (Exhibit No. 9). He has also received calls from collection agencies which are under the impression that his business was affiliated with that of the Proponent. In addition to the telephone calls received personally by him, persons employed by the Objector have had to deal with similar inquiries.

The relevant sections in the Business Corporations Act, 1982 (hereinafter referred to as the "Act") are subsections 12(1) and 9 of the Act, in Ontario Regulation 446/83 (hereinafter referred to the "Regulation" are sections 2 and 3 of the Regulation. Section 9 of the Act provides in part as follows:

Section 9 of the Act provides in part as follows:

- (1) Subject to subsection (2), a corporation shall not have a name,...
 - (b) that is the same as or, except where a number name is proposed, similar to,
 - (i) the name of a known,
 - (A) body corporate,
 - (B) trust,
 - (C) association,
 - (D) partnership,
 - (E) sole proprietorship, or
 - (F) individual
- whether in existence or not, or
- (ii) the known name under which any body corporate, trust, association, partnership, sole proprietorship, or individual, carries on business or identifies itself,
if the use of that name would be likely to deceive; ...

The Act goes on to provide in subsection 12(1) as follows:

If a corporation, through inadvertence or otherwise, has acquired a name contrary to section 9, the Director may, after giving the corporation an opportunity to be heard, issue a certificate of amendment to the articles changing the name of the corporation to a name specified in the certificate and, upon the issuance of the certificate of amendment, the articles are amended accordingly.

Sections 2 and 3 of Ontario Regulation 446/83 under the Act (the "Regulation"), appear to codify the case law which is developed over the years with regard to name disputes, in particular, Re C C Chemicals Ltd., [1967] 2 O.R. 248 (C.A.) and Canadian Motorways Ltd. et al v. Laidlaw Motorways Ltd. (1974), 40 D.L.R. (3d) 52 (S.C.C.).

In the Re C C Chemicals case, Kelly, J. A. speaking for the court, laid down certain factors which are appropriate for the Minister to consider when deciding whether or not a name should be granted. These are in essence, the names of the businesses, the nature of the businesses, and the person or class of person who ordinarily might be expected to deal with each business.

The Objector carries on the business of wholesale and retail automotive and truck supplies. The Proponent is involved in the selection of automotive and truck vehicles through a computer data bank. Both businesses, therefore, are involved with different aspects of the automotive field.

I, therefore, conclude that there is a similarity between the nature of the businesses carried on by the Objector and the Proponent.

The Objector's clientele and the Proponent's clientele would appear to cover a wide spectrum of the population; in the case of the Objector's clientele, anyone seeking automotive parts and in the case of the Proponent's clientele, anyone seeking an aid to the purchase or sale of an automobile. I, therefore, conclude that there is an overlap between the persons who ordinarily might be expected to deal with the Objector and the persons who might ordinarily be expected to deal with the Proponent.

Both business appear to operate within the Municipality of Metropolitan Toronto. I therefore conclude that there is an overlap in the geographic area covered by both businesses as well.

The most important factor laid down by Kelly, J.A., in the Re C C Chemicals case, is the consideration of the similarity of the names in question.

These are as follows:

AUTOBANK INC.	(the "Proponent")
DU-KANE AUTOMOTIVE SUPPLIES LIMITED	
c.o.b. as	
AUTO BANK OF CANADA	(the "Objector")

Both corporations share the words "auto bank". In the case of the Objector, the business name "Auto Bank of Canada", is not descriptive of the business carried on by the Objector. Mr. Cohen chose the name "Auto Bank of Canada" because he decided in the Spring of 1974 to utilize the fact that the Objector's premises on Dufferin Street had previously housed a bank. A bank motif appears on the left-hand corner of the Objector's invoices and envelopes.

Although the words "Auto Bank" are found within the public domain, they are not simply descriptive of the nature of the Objector's business and have been used in an innovative fashion.

As Mr. Justice Laskin states in the Canadian Motorways Ltd. et al v. Laidlaw Motorways Ltd. (1974), 40 D.L.R. (3d) 52 (S.C.C.), at page 64 states:

I readily subscribe to the proposition that an objecting company should not be able to claim an exclusive right to use as part of its name a descriptive word which merely identifies its business, but other descriptive words which do not do so - and that is the present case - may be found to deserve protection against use by competing companies.

Mr. Cohen testified with respect to incidents of confusion. These occurred on a regular basis in the period of time during which the Proponent appears to have carried on an active business.

I therefore conclude that the Proponent, through inadvertence, has acquired a name contrary to section 9 and that the name would lead to the inference that the Proponent and the Objector are one and the same business, or that the Proponent is associated or affiliated with the Objector.

Section 12 of the Act and the case law provides the Director with the discretion not to change a name which has been granted contrary to section 9 of the Act.

The nature of this discretion is explained by Mr. Justice Robins on page 566 of Re Cantrade Sales and Import Co. Ltd. (1977), 15 O.R. (2d) 562 Div. Court, as follows:

...Notwithstanding the acquisition of a name contrary to section 8(1), and then section 9(1), the Minister is obliged to consider whether, in the light of all the surrounding circumstances of a particular case, the name ought to be ordered changed. This consideration, as a primary matter, involves the public interest in not being subjected to confusion through the use of similar corporate names, and as a secondary matter, the interests of the companies claiming the name and the relative hardship that may result to them from the decision.

The Proponent was incorporated on November 1, 1982. At the time of the Proponent's incorporation, the Objector's registration under the Corporations Information Act had expired. However, the Objector has been carrying on an active business since the Spring of 1974 under the name "Auto Bank of Canada" and was known by that name at the time of the Proponent's incorporation. In addition, in the circumstances of this cases, the public interest in not being subject to confusion through the use of similar corporate names outweighs any any resulting hardship to the proponent. I, therefore, do not find sufficient reason for the Director to exercise his discretion referred to in subsection 12(1) and in Re Cantrade.

Accordingly, for the foregoing reasons and pursuant to the authority delegated to me under section 264 of the Business Corporations Act, 1982, it is ordered that unless Autobank Inc. files articles of amendment changing its name to a name dissimilar to that of the Objector within 30 days of the date of these Reasons, a certificate of amendment will be issued changing the name of Autobank Inc., to 525932 Ontario Limited.

DATED at Toronto this , day of April, 1985.

Katherine Levine
Solicitor
Companies Branch

APPENDIX A

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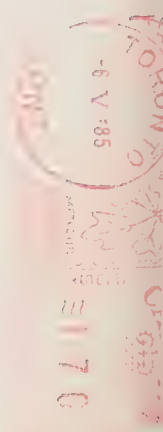
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MAY 10, 1985

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CHAPTER 1

NOTICES/PRESS RELEASES

1.1 OSC PROFESSIONAL SECONDMENT PROGRAM

OSC PROFESSIONAL SECONDMENT PROGRAM

The following is a corrected version of the OSC Secondment Program published in the May 3, 1985 Bulletin.

The OSC Professional Secondment Program offers an opportunity for professionals from the private sector to gain a broad exposure to Commission programs and operations.

The program, which was initiated in 1978, provides private sector participants with an enhanced awareness of OSC policies and regulatory practices, while increasing the resource base available to the Commission. Accountants, lawyers and other professionals can gain valuable insight into the day-to-day workings of the Commission and its role in the regulation of the capital markets.

Firms which have participated in the program to date include the following:

BLAKE, CASSELS & GRAYDON
BORDEN & ELLIOT
CAMPBELL, GODFREY & LEWTAS
CODE, HUNTER
DAVIES, WARD & BECK
FASKEN & CALVIN
FRASER & BEATTY
GOODMAN & GOODMAN
HOLDEN, MURDOCH & FINLAY
LANG, MICHENER, CRANSTON
FARQUHARSON & WRIGHT
MCCARTHY & MCCARTHY
MCMILLAN, BINCH
OSLER, HOSKIN & HARCOURT
TORY, TORY, DESLAURIERS &
BINNINGTON

DELOITTE, HASKINS & SELLS
DUNWOODY & COMPANY
CLARKSON, GORDON & CO.
ERNST & WHINNEY
MACGILLIVRAY & CO.
PRICE WATERHOUSE & CO.
TOUCHE ROSS & CO.

BURNS, FRY LIMITED
MCLEOD, YOUNG, WEIR LIMITED
MERRILL LYNCH CANADA INC.
WALWYN STODGELL MURRAY LIMITED

The following firms will be seconding staff to the OSC on the dates indicated opposite their names:

November, 1985
April, 1986

November, 1986
November, 1986
April, 1987
November, 1987

STIKEMAN, ELLIOTT
SMITH, LYONS, TORRANCE,
STEVENSON & MAYER
MCCARTHY & MCCARTHY
MCMILLAN, BINCH
FRASER & BEATTY
LANG, MICHENER,
CRANSTON, FARQUHARSON & WRIGHT

Terms of Reference

The terms of reference of the program are as follows:

1. The participant remains an employee of the referring firm.
2. The term of the secondment is 12 months, with an optional three month extension; six months to be spent working in the Enforcement and Market Regulation Branch followed by six months in the Corporate Finance Branch. The three-month extension of the term may be exercised by the participant with the concurrence of the Director and the referring firm. This time will be spent working with the Chairman's or the Director's Office or in some other area of the Commission, at the discretion of the Director.
3. Although the participant will maintain contact with the referring firm, he or she will be expected to work full-time with the OSC.
4. Participants will be required to have at least two years work experience after professional qualification.
5. It is recognized that participation in the program carries a very substantial component of public service. The employee's salary and benefits continue to be paid by the referring firm; the OSC reimburses the referring firm the sum of \$1,000.00 per month.

Applications

Secondment terms begin in April and November. Applications are being accepted for two openings in each of November, 1985 and April, 1986. Referring firms should submit applications to:

Julie-Luce B. Farrell
Secretary to the Commission
Ontario Securities Commission
Suite 1800, 20 Queen Street West
Toronto, Ontario
M5H 3S8

Applications should be received no later than May 31, 1985 and should, where available, include the resume of the candidate. The Commission will advise applicants of acceptance on or about June 21, 1985.

1.2 PRESS RELEASE

1.2.1 OSC/TSE JOINTLY ANNOUNCE OVER-THE-COUNTER AUTOMATED TRADING SYSTEM

OSC AND TSE JOINTLY ANNOUNCE NEW CANADIAN
OVER-THE-COUNTER AUTOMATED TRADING SYSTEM

May 1, 1985.

Small public companies should find it easier to raise money in Ontario under a new electronic quotation and trade reporting system for Over-the-Counter (OTC) securities announced today by the Ontario Securities Commission and The Toronto Stock Exchange.

Securities that are not listed on the four Canadian stock exchanges will be quoted via a new computer system called COATS -- Canadian Over-the-Counter Automated Trading System -- which will keep such companies in the public eye, give brokers up to the minute market information, and allow brokers to electronically report trading in unlisted securities.

The new system will be operated and regulated by the OSC, which has responsibility for maintaining and fostering investor confidence in the capital markets and facilitating the formation of capital. The Toronto Stock Exchange will act as exclusive agent of the OSC in supplying an electronic quote information and trade reporting system. The new electronic on-line system for OTC market information will enable all firms authorized to trade OTC securities to:

- (i) publicly display quotes in all OTC stocks, and
- (ii) accurately report and store trade information.

Many companies, both large and small, choose not to list on a recognized exchange in Canada for a variety of reasons, ranging from inability to meet listing requirements to questions of cost. The shares of these companies are traded in Ontario in the unlisted or over-the-counter market.

While these trades must be reported to the Ontario Securities Commission (OSC), investors are only able to see the results of these trades in the daily newspapers on the following day. There is no on-line system giving up-to-date trading information such as the bid and ask price and previous day's volume. Parties interested in trading OTC securities must now telephone around the "street" to obtain prices on unlisted securities without having any central facility for determining the best bid and offer prices.

COATS was prompted by a realization by the OSC that the present 10-year old reporting system was inadequate.

"We were not satisfied with the reporting system and it seemed to us that with the explosion of computer technology in the last couple of years it would not be difficult to go beyond the existing system and develop an on-line quotation system," said John Leybourne, OSC Deputy Director of Enforcement and Market Regulation.

Several companies with computer expertise and knowledge of the investment business -- including the TSE -- were asked to make proposals and the TSE was eventually chosen.

The new market information system is expected to be operational before the end of the year. In addition, the system has the potential to be upgraded to a full fledged trading system.

The quote information and summary trade information contained in the COATS system will be broadcast by the Toronto Stock Exchange through its vendor feed to major North American vendors of market information services. The new system will therefore be available to existing networks of quotation terminals throughout Canada, the United States and in major European financial centres.

The system will be a modified non-trading version of the highly successful TSE Computer Assisted Trading System (CATS), which is now used to complement trading on the floor of the Exchange.

It is expected that the new COATS system will pay for itself. Costs for brokers and investors using the new system will be in line with the charges currently incurred for the operation of the present OTC system. In fact, the new system may lead to reduced costs in the clearing and settlement of trades in unlisted securities.

Brokerage firms participating in the OTC market have welcomed the development of COATS and agreed to participate in a Planning Committee and a User's Committee. The User's Committee is composed of representatives from seven brokerage firms under the chairmanship of Mr. Court Bracken of W. D. Latimer & Co. Limited.

"The new system will lead to greater efficiency for the investment community and the capital markets," said Mr. Leybourne.

"The COATS System provides a viable response to the suggestions that have been made for the establishment of a new stock exchange to trade junior issues that are not eligible for listing on the TSE. The COATS system will provide the quality, quantity and publicity of information needed to have a suitable trading environment for such junior companies in Ontario. The system is being developed with the joint expertise of the TSE AND OSC to serve the interests of the investing public and the capital markets in Ontario."

"The new Canadian Over-the-Counter Automated Trading System is part of a series of steps being taken by the OSC to assist in the formation of capital in Ontario."

"We hope it will encourage the public's participation in the capital markets in Ontario. Small investors are an important source of capital and we believe the online reporting of trading in junior issues will create a lot of interest."

"Increased investment will help junior companies raise money for new plant and equipment and, ultimately, create more jobs," said Mr. Leybourne.

Re: John Leybourne,
Deputy Director, Enforcement
Tele: (416) 963-0248

John Kolosky,
Director, Market Operations
Tele: 947-4564

CHAPTER 2

DECISIONS, ORDERS AND RULINGS

2.1 LGC FINANCIAL SERVICES LTD. /YORKSHIRE TRUST COMPANY

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466 AS AMENDED

AND

IN THE MATTER OF LGC FINANCIAL SERVICES LTD.
AND YORKSHIRE TRUST COMPANY

ORDER
(Section 99(e))

UPON the application of LGC Financial Services Ltd. (the "Applicant") to the Ontario Securities Commission (the "Commission") pursuant to paragraph 99(e) of the Securities Act, R.S.O. 1980, c.466 (the "Act") for an order exempting the Applicant from the requirements of Part XIX of the Act;

AND UPON it being represented to the Commission that:

1. The Applicant is a company incorporated under the laws of British Columbia;
2. The Applicant is not a reporting issuer under the Act;
3. The Applicant does not presently own any of the common shares of Yorkshire Trust Company ("Yorkshire");
4. Canfor Investments Holdings Ltd. ("Canfor") is the registered and beneficial owner of 144,806 Yorkshire common shares or 44.33%;
5. The Applicant has entered into an agreement with Canfor to acquire its Yorkshire common shares ("Canfor Shares") on certain terms and conditions for a purchase price of \$74.00 cash (the "Agreement");
6. Under the terms of the Agreement, the Applicant is obligated to make an offer to the holders of the Yorkshire common shares, other than Canfor, to acquire their shares for a consideration in cash of \$74.00 per share (the "Proposed Offer");
7. Under the Agreement, the Applicant:

- (a) as a condition precedent to its obligation to purchase the Canfor Shares, shall have received a sufficient number of acceptances of its offer to become entitled to purchase not less than 75.1% of the Yorkshire common shares now outstanding, plus the number, not exceeding 11,077, issuable upon the exercise of rights to convert pursuant to convertible notes; and
 - (b) that the appropriate exemption orders are obtained from the regulatory bodies in the relevant provinces relieving the Applicant from compliance with the take-over bid provisions of the relevant Securities Acts;
- 8. Further, the Proposed Offer is to be open for acceptance for 14 days unless extended by the Applicant;
 - 9. It will be a condition precedent to the obligations of the Applicant under the Proposed Offer that the Applicant shall have purchased the Canfor Shares, therefore, all of the conditions precedent to the obligations of the Applicant under the Agreement will be conditions precedent to its obligations under the Proposed Offer;
 - 10. There are four holders of Yorkshire common shares resident in Ontario. Three are presently related to Yorkshire or have been in the immediate past and the fourth is a sophisticated corporate investor;
 - 11. There are only 24 holders of Yorkshire common shares to whom the Applicant proposes to make its offer, 12 are not directors, former directors, insiders or associates or affiliates of any of the directors or insiders. Of these 12, one (the sophisticated corporate investor) is resident in Ontario; two are resident in Alberta; and nine are resident in British Columbia;
 - 12. The Proposed Offer will be for cash at a price equal to that agreed to be paid to the largest single shareholder of Yorkshire, Canfor.

AND UPON the Commission reviewing the application and the recommendation of the staff of the Commission;

AND UPON the Commission being of the opinion that it would not be prejudicial to the public interest to grant this order;

IT IS ORDERED pursuant to paragraph 99(e) of the Act that the Applicant be and is hereby exempted from the necessity to comply with the provisions of Part XIX of the Act in respect of the Proposed Offer.

May 3rd, 1985.

"Charles Salter"

"A. T. Holland"

2.2 P K G INVESTMENTS LIMITED, ET AL

Headnote

Section 73 - Controlling shareholder of reporting issuer is a private company owned equally by three private companies - Controlling shareholder proposes to trade its holdings of securities of reporting issuer, through a series of transactions, in equal amounts to three new private companies - Three private companies who own the controlling shareholder will each own one of three new private companies - Ruling by Commission that trades in securities of reporting issuer by controlling shareholder shall not be subject to sections 24 and 52 of the Act, provided that trades made in compliance with clauses 71(7)(b) and (c) of the Act, except for time periods of filing requirements - Ruling by the Commission that first trades in securities of reporting issuer by three new private companies shall not be subject to section 52 of the Act, provided that three new private companies comply with subsection 102(1) of the Act and first trades are made in compliance with subsection 71(7) of the Act, except that subsection 19c(1) of the regulations to the Act shall not apply.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF P K G INVESTMENTS LIMITED,
KEN FOWLER ENTERPRISES LIMITED,
621273 ONTARIO LIMITED,
GREY SISSON ENTERPRISES INC.,
621272 ONTARIO LIMITED,
PASQUALE MARRA ENTERPRISES INC.,
621271 ONTARIO LIMITED

AND

IN THE MATTER OF MOTHER'S RESTAURANTS LIMITED

RULING
(Section 73(1))

UPON the application of P K G Investments Limited ("P K G"), Ken Fowler Enterprises Limited ("KFEL"), 621273 Ontario Limited ("621273"), Grey Sisson Enterprises Inc. ("GSEI"), 621272 Ontario Limited ("621272"), Pasquale Marra Enterprises Inc. ("PMEI") and 621271 Ontario Limited ("621271") to the Ontario Securities Commission (the "Commission") for a ruling under subsection 73(1) of the Securities Act, R. S. O. 1980, c.466, as amended (the "Act") that certain proposed trades in 1,297,335.5 common shares, 13,334 Series A First preference shares and 5,000 common share purchase warrants of Mother's Restaurants Limited ("Mother's") which are currently owned by P K G shall not be subject to sections 24 and 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it being represented to the Commission that:

- (a) Mother's is an Ontario corporation, is a reporting issuer under the Act and has been since July, 1983, and has an issued capital of 2,404,141 common shares, 13,334 non-voting Series A First preference shares and 100,000 common share purchase warrants, each common share purchase warrant entitling the holder thereof to purchase one common share;
- (b) P K G is a private company holding all of the issued Series A First preference shares, 1,297,335.5 common shares (representing approximately 54% of the issued common shares) and 5,000 common share purchase warrants of Mother's;
- (c) P K G is owned equally by KFEL, GSEI and PMEI;
- (d) 621273 is a wholly-owned subsidiary of KFEL, 621272 is a wholly-owned subsidiary of GSEI and 621271 is a wholly-owned subsidiary of PMEI; and
- (e) P K G, KFEL, 621273, GSEI, 621272, PMEI and 621271 propose to enter into a series of transactions, the final result of which will be that:
 - (i) P K G will be voluntarily wound up and dissolved;
 - (ii) KFEL will be amalgamated with 621273 with the resulting amalgamated corporation being known as Ken Fowler Enterprises Limited;
 - (iii) GSEI will be amalgamated with 621272 with the resulting amalgamated corporation being known as Grey Sisson Enterprises Inc.;
 - (iv) PMEI will be amalgamated with 621271 with the resulting amalgamated corporation being known as Pasquale Marra Enterprises Inc.;
 - (v) each of the three resulting amalgamated corporations will own one-third of the Series A First preference shares, common shares and common share purchase warrants of Mother's currently owned by P K G;
 - (vi) the three resulting amalgamated corporations will be entering into a shareholders' agreement granting each of them certain rights of first refusal with respect to the common shares of Mother's; and
 - (vii) the proposed transactions will not result in an effective change of control of Mother's;

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to subsection 73(1) of the Act that proposed trades by P K G in 1,297,335.5 common shares, 13,334 Series A First preference shares and 5,000 common share purchase warrants of Mother's as part of the series of transactions described in paragraph(e) above shall not be subject to sections 24 and 52 of the Act, provided that the proposed trades by P K G in the 1,297,335.5 common shares, 13,334 Series A First preference shares and 5,000 common share purchase warrants of Mother's shall be made in compliance with the provisions of clauses 71(7) (b) and (c) of the Act, except

that the words "at least seven days and not more than fourteen days prior to" in subclause 71(7) (b) (i) of the Act shall be deemed to read "prior to";

AND NOW THEREFORE IT IS FURTHER RULED pursuant to subsection 73(1) of the Act that first trades by Ken Fowler Enterprises Limited, Grey Sisson Enterprises Inc. and Pasquale Marra Enterprises Inc. in the 1,297,335.5 common shares, 13,334 Series A First preference shares and 5,000 common share purchase warrants of Mother's acquired as a result of the series of transactions described in paragraph (e) above shall not be subject to section 52 of the Act, provided that:

1. Ken Fowler Enterprises Limited, Grey Sisson Enterprises Inc. and Pasquale Marra Enterprises Inc., the three amalgamated corporations being the successor corporations to KFEL, GSEI and PMEI, respectively, comply with the provisions of subsection 102(1) of the Act; and
2. The first trades in each of the common shares, Series A First preference shares and common share purchase warrants of Mother's acquired by Ken Fowler Enterprises Limited, Grey Sisson Enterprises Inc. and Pasquale Marra Enterprises Inc. shall be made in accordance with the provisions of subsection 71(7) of the Act, except that such first trades shall not be subject to the provisions of subsection 19c(1) of the regulations to the Act.

April 30, 1985.

"Charles Salter"

"A. T. Holland"

2.3 CB PAK INC.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER CB PAK INC.

ORDER
(Section 117(2) (a) (ii))

UPON the application of CB PAK INC. (the "Issuer"), a Company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") pursuant to section 117(2) (a) (ii) of the Securities Act, R.S.O. 1980, c.466, (the "Act");

AND UPON the Commission, pursuant to section 6 of the Act, having assigned to me the power to make an Order under section 117(2)a of the Act;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to section 117(2) (a) (ii) of the Act that the insiders of the Issuer be and hereby are exempted from the reporting requirements of section 102 of the Act with respect to the acquisition of securities of the Issuer through its Stock Dividend Plan (the "Plan") provided that:

1. Each insider shall file by January 31st of each year a report in the form prescribed by section 102 of the Act disclosing therein any increase not previously reported in the holdings of such insider of securities through the Plan during the twelve month period ending December 31st, preceding such date; and
2. If any insider should dispose of securities acquired through the Plan prior to reporting the acquisition thereof, such insider shall file a report in accordance with section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

April 9th, 1985.

"John F. Leybourne"

2.4 REED INC.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, C.466

AND

IN THE MATTER OF REED INC.

ORDER
(Section 82)

UPON the application of REED INC. a company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND UPON it being represented that REED INC. now has fewer than fifteen security holders whose latest address as shown on its books is in Ontario;

AND UPON the Commission being satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that REED INC. be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act.

May 9th, 1985.

"M.A. Taschereau"

"J.W. Blain"

2.5 TREASURE VALLEY EXPLORATIONS LTD.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF TREASURE VALLEY EXPLORATIONS LTD.

ORDER
(Subsection 79(b)(iii))

UPON the application of TREASURE VALLEY EXPLORATIONS LTD. (the "Issuer"), a company incorporated under the laws of British Columbia, to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection 79(b)(iii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") exempting the issuer from the time requirements contained in sections 77, 76 and 78 of the Act with respect to the annual financial statements for the year ended December 31, 1984 and the interim financial statements for the three month period ended March 31, 1985;

AND UPON being satisfied that to do so would not be prejudicial to the public interest and that there is adequate justification for so doing;

IT IS ORDERED pursuant to subsection 79(b)(iii) of the Act that the Issuer be and hereby is exempted from the time requirements contained in sections 77, 76 and 78 of the Act with respect to the annual financial statements for the year ended December 31, 1984 and interim financial statements for the three month period ended March 31, 1985 provided that the Issuer files pursuant to sections 77 and 76, and sends pursuant to section 78, the annual financial statements for the year ended December 31, 1984 and the interim financial statements for the three month period ended March 31, 1985 on or before June 20, 1985.

May 9th, 1985.

"M. A. Taschereau"

"J.W. Blain"

2.6 LAVA CAP RESOURCES LTD.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF LAVA CAP RESOURCES LTD.

ORDER
(Subsection 79(b)(iii))

UPON the application of LAVA CAP RESOURCES LTD. (the "Issuer"), a company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection 79(b)(iii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") exempting the issuer from the time requirements contained in sections 77, 76 and 78 of the Act with respect to the annual financial statements for the year ended December 31, 1984 and the interim financial statements for the three month period ended March 31, 1985;

AND UPON being satisfied that to do so would not be prejudicial to the public interest and that there is adequate justification for so doing;

IT IS ORDERED pursuant to subsection 79(b)(iii) of the Act that the Issuer be and hereby is exempted from the time requirements contained in sections 77, 76 and 78 of the Act with respect to the annual financial statements for the year ended December 31, 1984 and interim financial statements for the three month period ended March 31, 1985 provided that the Issuer files pursuant to sections 77 and 76, and sends pursuant to section 78, the annual financial statements for the year ended December 31, 1984 and the interim financial statements for the three month period ended March 31, 1985 on or before June 20, 1985.

May 9th, 1985.

"M.A. Taschereau"

"J.W. Blain"

2.7 ORRWELL ENERGY CORPORATION LTD., ET AL

- IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF ORRWELL ENERGY CORPORATION LTD.

AND

IN THE MATTER OF WILFRED GRIFFIOEN, ARTHUR THOMAS,
KENNETH WEBB, WAYNE WILE AND YORKTON SECURITIES INC.

AND

IN THE MATTER OF AN AMENDED NOTICE OF HEARING PURSUANT
TO S.26(1) OF THE SECURITIES ACT, R.S.O. 1980, C.466

AND

IN THE MATTER OF GORDON AWDE, WILFRED GRIFFIOEN,
HOTTINGER & C.I.E., STEVEN SNELGROVE, ARTHUR THOMAS,
KENNETH WEBB, WAYNE WILE AND YORKTON SECURITIES INC.

AND

IN THE MATTER OF A NOTICE OF HEARING PURSUANT TO
S.124(2) OF THE SECURITIES ACT, R.S.O. 1980, C.466

AND

IN THE MATTER OF AN ORDER PURSUANT TO S.124(1)
OF THE SECURITIES ACT, R.S.O. 1980, C.466

ORDER

(Section 124(1))

WHEREAS BY a Notice of Hearing dated August 7, 1984 and by an Amended Notice of Hearing dated September 10, 1984 (the "NOTICE"), certain allegations relating to Steven Snelgrove ("SNELGROVE") and others were made; and

WHEREAS BY a Waiver of The Opportunity To Be Heard (the "WAIVER") and a Consent (the "CONSENT") to an Order pursuant to section 124(1) of the Securities Act, R.S.O. 1980, c.466 (the "ACT") dated February 3, 1985, SNELGROVE irrevocably waived his opportunity to be heard pursuant to the NOTICE and consented to the issuance of an Order pursuant to the NOTICE and section 124(1) of the ACT; and

WHEREAS in the opinion of the Ontario Securities Commission, such action is in the public interest;

NOW THEREFORE, it is hereby ordered that all the exemptions contained in sections 34, 71, 72 and 88 of the ACT do not apply to SNELGROVE;

PROVIDED only that the WAIVER and CONSENT shall not be deemed as a Waiver of any rights which may accrue to SNELGROVE pursuant to section 140 of the ACT.

ORDERED at Toronto on the 16th day of April, 1985.

May 7th, 1985.

"R. J. Kane"

"Frank Iacobucci"

2.8 HODGINS SECURITIES INC./ARTHUR FRAZER HODGINS

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. CHAPTER 466

AND

IN THE MATTER OF HODGINS SECURITIES INC.

AND

IN THE MATTER OF ARTHUR FRAZER HODGINS

ORDER
(Section 140)

WHEREAS the Ontario Securities Commission (the "Commission") issued a temporary order (the "Temporary Order") on the 4th day of January, 1985 pursuant to section 26(2) of the Securities Act, R.S.O. 1980, c.466 (the "Act") suspending the registration of HODGINS SECURITIES INC. ("Securities") as a Securities Dealer for a period of fifteen days;

AND WHEREAS a hearing was held on January 16, 1985 whereat Hodgins and Securities requested an adjournment and consented to an extension on the Temporary Order;

AND WHEREAS the Commission by order dated as of January 16, 1985 extended pursuant to section 26(2) of the Act the Temporary Order until January 28, 1984;

AND WHEREAS a hearing was held on January 28, 1985 (the "Hearing") to consider, having regard to their suitability for registration, whether it is in the public interest that an Order should be made pursuant to section 26 of the Act to suspend, cancel, restrict or impose terms and conditions upon the registrations of or reprimand Securities and ARTHUR FRAZER HODGINS ("Hodgins");

AND WHEREAS Hodgins and Securities requested an additional adjournment of the Hearing and consented to a further extension of the Temporary Order until the completion of the Hearing;

AND WHEREAS the Commission by order dated as of January 28, 1985 extended pursuant to section 26(2) of the Act the Temporary Order until the completion of the Hearing and adjourned the hearing sine die to be brought on on not less than five (5) business days notice;

AND WHEREAS Hodgins and Securities have applied, together with F. H. Deacon, Hodgson Inc. ("Deacon"), for an order pursuant to section 140 of the Act varying the Temporary Order and the said extending orders on the basis that Deacon has agreed to purchase from Hodgins all the shares of Securities (the "Shares") provided certain conditions are fulfilled including granting of the said order;

AND UPON it appearing to the Commission that:

1. Hodgins has entered into an agreement dated April 24, 1985 with Deacon in which Deacon agreed to purchase all of the outstanding Shares; and

2. the completion of the sale and purchase of the Shares is scheduled for April 30, 1985 (the "Closing");

AND UPON the Commission being satisfied that to vary the Temporary Order and the extending orders of January 16 and 28, 1985 would not be prejudicial to the public interest;

NOW THEREFORE IT IS ORDERED pursuant to section 140 of the Act that the Temporary Order and the extending orders of January 16 and 28, 1985 be and they are hereby varied by rescinding the suspension of the registration of Securities in the category of Securities Dealer such that the registration is now in full force and effect, provided that in the event that Deacon does not purchase all the Shares on the Closing the registration of Securities shall automatically be suspended until the completion of the Hearing.

April 26th, 1985.

"Charles Salter"

"J.W. Blain"

CHAPTER 3

REASONS: DECISIONS, ORDERS, RULINGS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 4

CEASE TRADING ORDERS - SECTION 123

4.1 RESCINDING ORDERS

4.1.1 PACO CORPORATION OF CANADA LIMITED

PACO CORPORATION OF CANADA LIMITED

The cease trading order dated January 8, 1985, and continued January 22, 1985, was rescinded April 29, 1985, the company being now up to date with its filings.

4.2 OUTSTANDING CEASE TRADING ORDERS

OUTSTANDING CEASE TRADING ORDERS AS AT APRIL 30, 1985

SYMBOLS:

RI	REPORTING ISSUER
*	COMPANIES DISSOLVED
#	PARTIAL ORDER

While the Ontario Securities Commission uses reasonable efforts to ensure the accuracy of this list, it disclaims any responsibilities for any damage consequent upon any inaccuracy herein.

	*	113639 CANADA INC. (7/27/77)
		(formerly THE VILLAGER SHOE SHOPPES (CANADA) LTD.)
	#	243978 ALBERTA INC. (4/12/81)
	#	489060 ONTARIO LTD. (4/12/81)
		585862 ONTARIO LIMITED AND
		584529 ONTARIO LIMITED (7/26/84)
	*	A. W. WHITE MICA LIMITED (12/13/76)
RI		ABACUS CITIES LIMITED (5/18/79)
	*	ABALARD GOLD MINES LIMITED (8/16/76)
	*	ABERDOON MINES LIMITED (12/2/74)
	*	ACADIA URANIUM MINES LIMITED (9/16/74)
	*	ACME GAS AND OIL CO. LIMITED (9/6/77)
RI		ACTIFUND LIMITED (3/27/85)
	*	ADELEMONT GOLD MINES LIMITED (9/20/76)
	*	ADMIRAL YELLOWKNIFE MINES LIMITED (9/20/76)
RI		ADVANCE RED LAKE GOLD MINES LIMITED (10/20/77)
RI		ADVOCATE MINES LIMITED (6/29/82)
RI		AERO ENERGY LTD. (09/30/83)
	*	AJAX MINERALS LIMITED (8/4/76)
	*	ALCOURT MINES LIMITED (8/9/72)
	*	ALIT-EL MINES LIMITED (4/9/75)
	*	ALJO MINES LIMITED (9/27/76)
RI		ALL-CAN HOLDINGS LTD. (4/11/79)
	*	ALLAN R. GOHEEN AND THE ALLAN R. GOHEEN
		MORTGAGE FUND (2/6/81)
	*	ALLEGHENY MINING AND EXPLORATIONS CO. LIMITED (10/30/72)
	*	ALLIED TELEMEDIA LIMITED (8/30/72)
RI		ALLONT LIMITED (5/31/83)
	*	ALMADA EXPLORATIONS LIMITED (11/8/72)
	*	ALWYN PORCUPINE MINES LIMITED (8/12/76)
RI		AMALGAMATED BEAU BELLE MINES (9/30/76)
RI		AMCAN INDUSTRIES CORPORATION (4/22/82)
RI		AME LIMITED (1/20/83)
	*	AMEREL MINING COMPANY LIMITED (12/23/74)
RI		ANATOLE RESOURCES LIMITED (7/11/79)
	*	ANDACOLLO MINING COMPANY LIMITED (3/1/73)
RI		ANDOVER RESOURCES LTD. (10/20/83)
RI		ANDOWAN MINES LIMITED (10/24/73)
	*	ANGLO AMERICAN NICKEL MINING CORPORATION LIMITED (12/23/74)
RI		ANJAMIN MINES LIMITED (1/27/75)
	*	ANSON-CARTWRIGHT MINES LIMITED (9/20/76)
RI		ANTARES SMALL BUSINESS DEVELOPMENT LTD. (5/6/81)
RI		ANTHEX INDUSTRIES LIMITED (2/10/78)
	*	ANUWON URANIUM MINES LIMITED (10/12/72)

AQUABLAST INC. (5/29/74)
 RI AQUACARE INTERNATIONAL LIMITED (6/7/71)
 * ARCTIC YELLOWKNIFE MINES LIMITED (8/17/76)
 ARCTURUS SMALL BUSINESS DEVELOPMENT LTD. (5/6/81)
 * ARDEL EXPLORATIONS LIMITED (7/7/76)
 RI ARGOSY FILMS INC. AND
 "THE LAST CHASE" (8/21/84)
 * ARGOSY FINANCIAL GROUP OF CANADA LIMITED (4/15/80)
 RI ARGOSY MINING CORPORATION LIMITED (6/22/84)
 * ARGYLL GOLD MINES LIMITED (10/29/73)
 * ARNO MINES LIMITED (7/3/75)
 * ARROW TUNGSTEN MINES LIMITED (9/15/72)
 ARTANIS INVESTMENT COMPANY (12/23/81)
 * ASTONISH LAKE URANIUM MINING CORPORATION LTD. (12/29/71)
 * ASTRABRUN MINES LIMITED (10/17/72)
 RI ATLANTIC GOLD MINES LIMITED (10/15/82)
 ATLANTIC TUNGSTEN CORP. LTD. (4/9/75)
 * ATLAS RAINBOW MINES LIMITED (4/2/74)
 * ATTWOOD COPPER MINES LIMITED (9/15/72)
 RI AUGUST PORCUPINE GOLD MINES LIMITED (9/6/77)
 AUROX MINES LTD. (8/3/72)
 RI AURUM GOLD MINES LIMITED (1/15/76)
 * AUTOTELIC INDUSTRIES LTD. (3/2/73)
 * AVA GOLD MINING COMPANY LIMITED (10/17/72)
 * AVENUE OF AMERICA RECORDING LIMITED (5/8/74)
 RI AVOCA MINES CANADA LIMITED (10/21/77)
 * AZEN MINES LIMITED (8/30/76)
 RI AZL RESOURCES INC. (6/28/83)
 RI B.D.M. FUND LIMITED, THE (2/14/74)
 RI B.M.I. CAPITAL INC. (12/22/82)
 * BAD BOY APPLIANCES & FURNITURE LIMITED (8/26/77)
 * BALBOA MINING AND INVESTMENTS LTD. (4/9/75)
 RI BALDWIN CONSOLIDATED MINES LIMITED (9/23/76)
 * BAMBI MINES LIMITED (9/22/76)
 * BANCROFT MINES LIMITED, THE (12/23/74)
 RI BANDOLAC MINING COMPANY LIMITED (9/27/76)
 BANTAM MINING LTD (LES BANTAM MINING LTD.) (4/9/75)
 * BARGNESI MINES LIMITED (1/27/75)
 * BARRINGTON EXPLORATION CORPORATION LIMITED (1/22/73)
 * BASALT BAY MINES LIMITED (1/27/75)
 RI BASIN-JIB MINES LIMITED (12/23/74)
 RI BAYARD RESOURCES LIMITED (7/26/78)
 * BAYFOR CORPORATION INC. (4/9/75)
 * BEAVERBRIDGE MINES LIMITED (10/9/73)
 BELAIR MINES INC. (LES MINES BELAIR INC.) (4/9/75)
 * BELMINE EXPLORATION LIMITED (4/6/72)
 * BELRA EXPLORATION LIMITED (11/12/71)
 RI BELTECO KIRKLAND MINES LIMITED (8/16/79)
 * BIG HERB LAKE MINING AND EXPLORATION LIMITED (4/10/74)
 BIKO RESOURCES INC. (4/9/75)
 RI BILTMORE INDUSTRIES LIMITED (7/9/82)
 RI # BISON PETROLEUMS & MINERALS LIMITED (3/17/77)
 * BLACK CRICKET MINES LIMITED (9/15/72)
 RI BLUE BONNET OIL COMPANY LIMITED (3/1/74)
 * BLUE VISTA ENTERPRISES LIMITED (6/16/75)
 * BLUEGRASS URANIUM MINES LIMITED (2/10/75)
 RI BLYTHWOOD CONSOLIDATED RESOURCES LTD. (10/16/84)
 * BOBBY BLOOM FURS LIMITED (4/2/74)
 * BOLIVIAN GOLD MINES LIMITED (4/30/75)
 * BOMBAY EXPLORATIONS INC. (4/11/75)
 * BONNE BAY MINES LIMITED (2/10/75)

RI BONAVENTURE TECHNOLOGIES INC. (1/20/84)
* BORDUN MINING CORPORATION LTD. (8/20/71)
* BRABAR METALS AND HOLDINGS LIMITED (4/9/75)
* BRACEMAC MINES LIMITED (8/21/75)
* BRADEX MINES LIMITED (1/24/75)
* BRADY CROSS LAKE SILVER MINES LIMITED (3/11/75)
RI BRENT GARDENS PARTNERSHIP (6/30/83)
* BRETTON MINES LIMITED (4/16/73)
* BRIARCOURT MINES LIMITED (3/29/72)
RI * BRICANA EXPLORATIONS LIMITED (1/12/73)
* BRIDGE HILL MINES LIMITED (2/7/73)
* BRIGHT RED LAKE MINES LIMITED (10/15/76)
* BRITISH COLUMBIA LEAD AND ZINC MINES LIMITED (8/23/76)
* BRITMONT MINES LIMITED (9/15/72)
RI BRO RESOURCES LTD. (10/3/80)
* BROKEN HILL EXPLORATION LIMITED (12/13/72)
BROKER INVESTMENTS (2/22/82)
BROKER RETIREMENT FUND (2/22/82)
* BRUCE-PRESTO MINES LIMITED (7/17/72)
* BUDBOIS GOLD MINES LIMITED (9/16/74)
* BUFFONTA MINES LIMITED (1/15/75)
* BULLDOG MINES LIMITED (8/11/72)
RI BULORA CORPORATION LIMITED (11/18/77)
RI BURLINGTON PACKAGING LIMITED (8/1/80)
* BURRGOLD MINES LIMITED (10/27/75)
RI BY DESIGN (B.D.F. PRODUCTIONS INC.) (6/13/83)
C AND M FINANCIAL CONSULTANTS LTD. (11/22/78)
* C.G.C. MINES LIMITED (2/4/76)
RI CABLE COPPER MINES LIMITED (7/12/82)
* CABOL ENTERPRISES LIMITED (1/24/75)
CADILLAC EXPLORATIONS LIMITED (3/19/84)
RI CADIEUX MINES LIMITED (9/8/76)
* CAESAR MINERALS LIMITED (4/9/75)
* CAIRNGLEN EXPLORATIONS LIMITED (8/21/73)
RI CAIRNGORM MINES LIMITED (7/19/76)
* CALABOGIE ASBESTOS MINING COMPANY LIMITED (3/1/74)
* CALIFORNIA BUSINESS COMMUNICATIONS INC. (2/19/73)
* CALWAY BROOK MINES INC. (4/9/75)
* CAMBERTON IRON EXPLORATIONS LTD. (4/9/75)
* CAMBRIDGE MINING CORP. LIMITED (3/10/75)
* CAMDECK MINES LIMITED (3/11/75)
RI CAMINO GOLD MINES LIMITED (2/15/85)
RI CAN-TROPIC EXPLORATIONS LIMITED (5/4/79)
CANA MANAGEMENT CORPORATION LIMITED (4/24/80)
* CANAAN EXPLORERS LIMITED (4/25/75)
RI CANADA COSTA RICA MINES LIMITED (2/12/82)
RI CANADA GEOTHERMAL OIL LTD. (12/4/75)
* CANADIAN CONQUEST MINES LIMITED (12/13/72)
RI CANADIAN DATA LIMITED PARTNERSHIP (7/4/83)
RI CANADIAN FOOD PRODUCTS LIMITED (6/24/81)
RI THE CANADIAN GAMES NETWORK INC. (3/13/85)
* CANADIAN GEARY MINING CORP. LTD. (4/9/75)
RI CANADIAN MAGNESITE MINES LIMITED (6/12/78)
* CANADIAN MANGANESE MINING CORPORATION LIMITED (8/4/72)
* CANADIAN NISTO MINES LIMITED (8/21/74)
RI CANADIAN-ADDICKS MINING CORPORATION (10/9/73)
RI CANADIAN-SIAM RESOURCES LIMITED (7/11/79)
* CANAGAU MINES LIMITED (3/1/74)
* CANALITE LIMITED (8/23/76)
* CANAMISKA COPPER MINES LIMITED (10/12/72)
CANDY MOUNTAIN GOLD MINES LTD. (4/5/84)

	*	CANEONTI MINES LIMITED (2/10/75)
RI		CANNON MINES LIMITED (7/25/83)
	*	CANOL METAL MINES LIMITED (8/4/72)
RI		CANTECH RESOURCES LIMITED (7/22/75)
		CANTICA TRADING CO. (EASTERN) LTD. (23/9/81)
		CANUSA HOLDINGS LIMITED (CANADA) 10/14/71)
RI		CAPITAL DYNAMICS LIMITED (3/27/85)
RI		CAPITAL INCOME FUND (10/5/79)
RI		CAPTAIN INTERNATIONAL INDUSTRIES LTD. (9/4/74)
	*	CARAL MINING COMPANY LIMITED (2/13/75)
		CARAPACE INVESTMENTS (CAYMAN) INC. (4/8/71)
	*	CARAVELLE MINES LIMITED (12/6/73)
RI		CARD LAKE COPPER MINES LIMITED (10/18/83)
RI		CARDAY URANIUM MINES INC. (7/26/84)
		CARLING ACCEPTANCE LIMITED (2/3/76)
		CARNEDESSON MINES LIMITED (12/13/72)
	*	CARROL AND REED LIMITED (8/27/71)
RI		CASCADE PACIFIC RESOURCES LTD. (6/22/84)
	*	CASEY MINES INC. (4/9/75)
		CASSEX RESOURCES LTD. (7/20/84)
	*	CATHROY LARDER MINES LIMITED (11/16/76)
RI		CENEX LIMITED (6/27/80)
		CEDAR SPRINGS FARMS LTD. (08/30/83)
	*	CENTRAL GUIANA EXPLORATION CO. LIMITED (1/31/75)
RI		CHAMBERS ACCEPTANCE LIMITED (6/13/80)
RI		CHAMBERS FOODS LIMITED (8/12/76)
	*	CHAMPLAIN FOREST PRODUCTS LIMITED (2/4/75)
		CHARLOTTE MINES LIMITED (10/12/72)
RI		CHARRIOT RESOURCES LTD. (2/18/85)
	*	CHESTERVILLE MINES LIMITED (8/18/75)
RI		CHIBEX LIMITED (6/25/75)
	*	CHICOB I LAKE MINES LIMITED (8/18/78)
	*	CHILLICOPPER CORPORATION LIMITED (3/1/74)
RI		CINCINNATI ENERGY CORP. (12/14/84)
RI		CCINEQUITY CORPORATION (01/04/84)
RI		CIRCLE OF TWO (9/10/82)
	*	CIRCLE YELLOWKNIFE MINES LIMITED (9/22/76)
	*	CITADEL MINES LIMITED (7/17/72)
	*	CLAIRTONE SOUND CORPORATION LIMITED (9/15/72)
	*	CLAW LAKE MOLYBDENUM MINES LIMITED (1/12/73)
		CLERO MINES LIMITED (4/12/73)
	*	CLINGER GOLD MINES LIMITED (1/31/75)
	*	CLUCAS BOOKER GOLD MINING COMPANY LIMITED (12/15/76)
RI	#	COCKFIELD BROWN INC. (4/12/81)
RI		COCKFIELD BROWN INC. (6/28/83)
RI		COLDSTREAM MINES LTD. (12/1/76)
	*	COLLEEN COPPER MINES LIMITED (1/18/74)
	*	COLLEGE PLUMBING SUPPLIES LIMITED (7/27/76)
	*	COLUMBIA METALS CORPORATION LIMITED (9/26/77)
	*	COLUMBIERE MINES LIMITED (2/10/75)
	*	COLVILLE LAKE EXPLORERS LIMITED (5/10/75)
RI		COMICS (6/25/84)
	*	COMMERCE NICKEL MINES LIMITED (7/13/76)
	*	CONDOC MINES LIMITED (3/20/75)
	*	CONISTON EXPLORATIONS AND HOLDINGS LIMITED (1/25/77)
	*	CONMAR EXPLORATIONS LIMITED (5/29/74)
RI		CON QUEST EXPLORATION LTD. (11/28/79)
	*	CONSOLIDATED BELLEKENO MINES LIMITED (9/28/72)
	*	CONSOLIDATED BUFFALO RED LAKE MINES LTD. (8/17/76)
RI		CONSOLIDATED CANORAMA EXPLORATIONS LTD. (4/9/75)
RI		CONSOLIDATED COMPUTER INC. (6/27/84)

RI CONSOLIDATED GOLDSEC EXPLORATIONS LIMITED (6/2/83)
 * CONSOLIDATED HARPERS MALARTIC GOLD MINES LIMITED (10/12/72)
 CONSOLIDATED MANITOBA MINES LIMITED (8/20/71)
 * CONSOLIDATED NOVELL MINES LIMITED (3/19/73)
 * CONSOLIDATED PROPRIETARY MINES HOLDINGS LIMITED (3/10/78)
 * CONSOLIDATED RAINDOR MINES LIMITED (4/10/75)
 * CONSOLIDATED RIBAGO MINES LIMITED (8/9/72)
 CONSOLIDATED VIGOR MINES LIMITED (7/24/72)
 * CONSUMERS EQUITY CORPORATION (3/2/78)
 * CONTINENTAL POTASH CORPORATION LIMITED (1/12/73)
 * COP-GOLD EXPLORERS LIMITED (11/12/71)
 * COPA PETROLEUM LIMITED (4/23/75)
 * COPPER JIM MINES LIMITED (4/14/75)
 RI COPPER PRINCE RESOURCES INC. (6/19/84)
 RI COPPERCORP LIMITED (10/4/74)
 * COPPERVILLE MINING CORPORATION LIMITED (9/18/74)
 RI CORDELL GOLD MINES LIMITED (4/23/75)
 RI CORONATION RESOURCES (CANADA) INC. (10/01/84)
 RI CORPORATE MASTER LIMITED (8/16/76)
 * COTLEY MINES LIMITED (3/11/75)
 * COVE URANIUM MINES LIMITED (4/1/82)
 RI COWL LIMITED (3/14/73)
 * CREATIVE PATENTS AND PRODUCTS LIMITED (6/20/77)
 CRIMCO MINING CORPORATION LIMITED (3/7/73)
 RI CROSSOVER (FORMERLY MR. PATMAN) (12/5/84)
 * CROWDUCK BAY MINES LIMITED (6/7/76)
 RI # CROWN TRUST COMPANY (12/6/83)
 CROYDON ROUYN MINES LIMITED (8/9/72)
 * CRUSADER MINES LIMITED (11/12/71)
 * CULVER GOLD MINES LIMITED (10/18/76)
 * CUMBERLAND MINING COMPANY LIMITED (3/10/75)
 * D'QUINCEY EXPLORERS INC. (4/25/75)
 RI DANVERS RESOURCE EXPLORATIONS LIMITED (7/7/82)
 RI DAVENPORT, THE (7/4/83)
 * DAYJON EXPLORATIONS AND HOLDINGS LTD. (4/9/75)
 RI DEATH BITE (10/17/83)
 * DECADE EXPLORATIONS LIMITED (10/27/77)
 * DEER HORN MINES LIMITED (7/19/77)
 * DELMICO MINES LIMITED (9/8/76)
 RI DENGAS EXPLORATIONS & HOLDINGS LIMITED (5/22/84)
 RI DENORE MINES LIMITED (10/30/72)
 RI DEVON RESOURCES LIMITED (6/28/76)
 RI DIRTY TRICKS (6/27/84)
 RI DIVERSIFIED CREDIT CORPORATION LIMITED (08/17/83)
 * DIXIE-CAROLINA MINING CORPORATION LIMITED (4/23/75)
 * DOCANA OILS & MINES LIMITED (2/13/75)
 * DODGE COPPER MINES LIMITED (8/4/72)
 DOLPHIN-MILLER MINES LIMITED (7/13/78)
 # DOMINION JUBILEE CORPORATION LIMITED (3/17/77)
 RI DORSETT SQUARE, THE (7/24/84)
 RI DOUBLE NEGATIVE (9/10/82)
 * DOUGRON GOLD MINES LIMITED (2/27/74)
 RI DUOMETAL (1984) INC. (3/7/85)
 * DRAKE YELLOWKNIFE GOLD MINES LIMITED (4/10/75)
 DRATSCO INC. & ROCK & RULE (6/21/84)
 RI DREADNOUGHT INVESTMENTS LIMITED (11/21/80)
 * DROPE LAKE METALS AND HOLDINGS LTD. (4/9/75)
 * DRUDE URANIUM MINES LIMITED (3/10/75)
 RI DUBUISSON EXPLORATIONS LIMITED (09/23/83)
 RI DFAULT CONTACT MINES LIMITED (9/15/78)
 * DUMAURIER MINES AND HOLDINGS LTD. (4/9/75)

	*	DUNVEGAN MINES LIMITED (10/12/72)
RI		DUNHILL ESTATES (1/11/85)
	*	E.R.I. EXPLORATIONS INC. (12/12/72)
		EAST-WEST INVESTORS LTD. (2/19/73)
RI		EASTVIEW MINES LIMITED (4/9/75)
	*	EDEN INDUSTRIES INTERNATIONAL LTD. (9/19/74)
RI		EL BONANZA MINING CORPORATION LIMITED (11/10/80)
RI		ELECTRO-KNIT FABRICS (CANADA) LTD. (5/10/82)
	*	ELK LAKE METALS AND HOLDINGS LTD. (4/9/75)
	*	ELMAC MALARTIC MINES LIMITED (7/7/75)
RI		ELORA GOLD MINES LIMITED (7/22/80)
RI		EMPRESA FLUORSPAR MINES LIMITED (6/3/83)
RI		ENERMET RESOURCES LIMITED (7/7/82)
	*	EROS RED LAKE MINES LIMITED (4/14/75)
RI		ERRINGTON GOLD EXPLORATION LTD. (10/19/84)
	*	ESKIMO COPPER MINES LIMITED (2/14/73)
RI		ESTEN EXPLORATIONS INC. (7/16/82)
RI		ESTO MUTUAL FUND (11/20/78)
	*	ETHEL COPPER MINES LIMITED (3/1/73)
RI		EXETER INDUSTRIAL DEVELOPMENTS LIMITED (2/21/74)
RI		EXQUISITE FORM BRASSIERE (CANADA) LIMITED (6/3/83)
	*	FAB METAL MINES LIMITED (12/6/72)
RI		FABIEN EXPLORATIONS CO. (6/29/84)
	*	FAIRCOFF ATHABASKA URANIUM MINES LIMITED (4/2/74)
	*	FAIRFAX MINES LIMITED (4/8/75)
	*	FALCON GOLD DEVELOPMENTS LIMITED (4/1/76)
	*	FALLMAC NICKEL MINES LIMITED (10/12/72)
		FANEX RESOURCES LIMITED (4/9/75)
	*	FARMERS' GAS COMPANY LIMITED (6/28/73)
		FARMEX ENTERPRISES INC. (1/9/74)
RI		FELD TEMAGAMI MINES LIMITED (2/4/75)
	*	FERCO MINES LIMITED (4/14/75)
	*	FILE LAKE EXPLORATIONS LIMITED (10/12/72)
	*	FIN-LAN COPPER MINES LIMITED (8/20/71)
RI		FINAL ASSIGNMENT (9/10/82)
RI		FIRECO SALES LIMITED (5/25/81)
	*	FIREFLY MINING CORPORATION LIMITED (11/19/73)
		FIRST C AND M REALTY CORPORATION LTD. (11/22/78)
	*	FIRST EASTERN GOLD DEVELOPMENT INC. (4/25/75)
RI		FIRST UNITED CAPITAL INC. (2/25/85)
RI		FISHER OIL & GAS CORPORATION (4/5/83)
	*	FISSION MINES LIMITED (4/10/74)
RI		FLAGSTAFF RESOURCE EXPLORATIONS INC. (7/13/82)
RI		FLEMDON LIMITED (4/9/75)
RI		FOREFRONT CONSOLIDATED EXPLORATIONS LTD. (1/13/81)
	*	FORTUNE YELLOWKNIFE MINES LIMITED (9/27/76)
	*	FOSTER LAKE MINES LIMITED (4/8/75)
	*	FOX LAKE MINES LIMITED (10/12/72)
RI		THE FRIGHT (6/25/84)
	*	FROBEX LIMITED (8/5/76)
RI		FRENCH ROAD EXPLORATIONS LIMITED (6/26/84)
		FRONTIER ACCEPTANCE CORPORATION LIMITED (10/7/80)
	*	FUNDY EXPLORATION LIMITED (12/15/72)
		FUSION TECHNOLOGIES LIMITED (FORMERLY RED ROCK MINES LTD) (4/16/81)
		G.B. FONTAINE INTERNATIONAL MINES LIMITED (9/20/74)
	*	G.S. & T. EXPLORATION CO. LIMITED (4/14/75)
	*	GALEX MINES LIMITED (10/8/75)
RI		GALAXY MINERALS, INC. (7/10/84)
RI		GAMBIT CONSOLIDATED EXPLORATIONS LTD. (1/13/81)
	*	GAN COPPER MINES LIMITED (5/8/75)
	*	GANDA SILVER MINES LIMITED (4/18/73)

	*	GARSKIE GOLD MINES LIMITED (4/10/74)
RI		GAS (6/25/84)
		GASPE PARK MINES LIMITED (7/17/72)
	*	GAVAN MINES LIMITED (4/14/75)
RI		GCL GRAPHIC COMMUNICATIONS LIMITED (8/4/77)
RI		GENERAL GAS AND OIL COMPANY LIMITED (9/24/82)
		GENEVA CAPITAL VENTURES INC. (4/9/75) (FORMERLY STACKPOOL ENTERPRISES LTD.)
RI		GENEVA METALS INCORPORATED (4/25/77)
	*	GEO-PAX MINES LIMITED (9/15/72)
	*	GEO-SCIENTIFIC PROSPECTORS LIMITED (3/13/75)
RI		GEOLEX RESOURCES LTD. (1/10/82)
	*	GEORGIA LAKE MINES LIMITED (2/28/73)
	*	GEORGIAN PEAKS RESORTS LIMITED (3/9/76)
RI		GERIDO LAKE MINES LIMITED (2/13/75)
RI		GERRARD REALTY INCORPORATED (8/26/80)
	*	GLADE EXPLORATIONS LIMITED (5/20/75)
RI		GLENARUM MINING EXPLORATIONS LIMITED (9/26/77)
	*	GLOBE EXPLORATION AND MINING COMPANY LIMITED (5/4/72)
	*	GODBEAU PORCUPINE MINES LIMITED (10/15/76)
RI		GOLD BELLE MINES LIMITED (12/06/84)
	*	GOLD HAWK EXPLORATION LIMITED (10/12/72)
		GOLDALE ACCEPTANCE LIMITED (10/2/72)
RI		GOLDEIT EXPLORATIONS INC. (12/06/84)
RI		GOLDEN AGE MINES LIMITED (3/1/73)
	*	GOLDEN ALGOMA METALS AND HOLDINGS LTD. (4/9/75)
RI		GOLDEN ARM MINES LIMITED (7/13/78)
RI		GOLDEN SATURN OIL AND GAS LIMITED (8/12/80)
	*	GOLDEN SHORE MINES LIMITED (11/30/73)
RI		GOLDLUND MINES LIMITED (3/6/85)
	*	GOLDMASTER MINES LIMITED (11/22/71)
	*	GOLDRIM MINING COMPANY LIMITED (4/8/75)
RI		GOLDSTALKER RESOURCES LTD (1/25/84)
	*	GOLDSTAR EXPLORATIONS AND INVESTMENTS LTD. (4/9/75)
	*	GOLDYKE MINES LIMITED (10/15/74)
RI		GOVERNOR GOLD MINES LIMITED (4/9/75)
RI		GOZLAN BROTHERS LIMITED (5/19/76)
RI		GRADORE MINES LIMITED (2/13/73)
	*	GRAND CANADIAN MINING CORPORATION LIMITED (10/10/72)
	*	GRANDEX EXPLORATION & INVESTMENT COMPANY LIMITED (1/24/74)
RI		GRAY INDUSTRIES INC. (4/28/72)
	*	GREAT BASIN METAL MINES LIMITED (1/28/72)
	*	GREAT LAURIER URANIUM MINES LIMITED (1/12/72)
	*	GREAT PINE MINES LIMITED (4/11/73)
RI		GREAT WEST MINING AND SMELTING CORPORATION LIMITED (1/9/74)
	*	GREATER THUNDER BAY GROWTH FUND LIMITED (9/17/74)
	*	GREEN POINT MINES LIMITED (9/6/74)
RI		GREENSKEEPER INC., THE (3/6/78)
RI		GREY FOX, THE (9/10/82)
	#	GREYMAC CREDIT CORPORATION (1/20/83)
		GREYMAC TRUST COMPANY (12/22/82)
	*	GUI-POR URANIUM MINES AND METALS LIMITED (8/25/75)
		GUISTINI STEAK HOUSE LIMITED (5/17/78)
	*	GULF LEAD MINES LIMITED (8/15/74)
	*	H. G. YOUNG MINES INTERNATIONAL LIMITED (1/14/74)
	*	H. K. EXPLORATIONS LIMITED (3/13/75)
	*	HALLNOR MINES LIMITED (11/4/74)
	*	HALPORT MINES LIMITED (10/10/72)
	*	HALREEN MINES LIMITED (11/13/73)
	*	HAMILTON HASTINGS LIMITED (2/7/73)
	*	HARDIMAN BAY MINES LIMITED (10/13/72)

	*	HATHAWAY METAL MINES LIMITED (4/9/73)
RI		HEAD ON (9/10/82)
	*	HEADWATER MINES LIMITED (10/13/76)
	*	HEATH GOLD MINES LIMITED (10/10/72)
	*	HEATHRIDGE MINES LIMITED (1/12/72)
	*	HERCULES URANIUM MINES LIMITED (9/28/72)
	*	HI-LITE URANIUM EXPLORATIONS LIMITED (11/16/71)
RI		HIGH-COUNTRY ENGINEERING INC. (11/3/83)
	*	HIGHBANK METALS AND HOLDINGS LTD. (4/9/75)
RI		HILLTOP MINERALS LIMITED (8/6/82)
RI		HOG WILD (6/27/84)
	*	HOLLINGSWORTH IRON MINES LIMITED (7/4/74)
	*	HOMCO INDUSTRIES LIMITED (8/29/77)
RI		HOTSTONE MINERALS LIMITED (7/6/77)
	*	HUCLIF PORCUPINE MINES LIMITED (9/17/73)
RI		HUDSON BAY MOUNTIAN SILVER MINES LTD. (4/9/75)
		HUEY'S INTERNATIONAL FRANCHISING SYSTEMS, (CANADA) INC. (11/4/80)
		HUEY'S INTERNATIONAL FRANCHISING SYSTEMS, INC. (11/4/80)
		HUMBLEFORD EXPLORATION AND INVESTMENTS LTD. (4/9/75)
	*	HUNCH MINES LIMITED (8/22/75)
RI		HURON BRUCE MINES LIMITED (10/17/72)
		HY-TOWER MINES INC. (5/16/79)
RI		HYTEC ELECTRONICS LIMITED (12/6/71)
RI		IDA POINT MINERALS LIMITED (8/8/84)
		I.N.I. MINERAL RESOURCES LTD. (9/12/81)
RI		I.O.S. LTD. (7/2/71)
	*	IDEAL BAY EXPLORATIONS LIMITED (5/8/75)
		IDEAL ENERGY COMPANY INC. (UTAH) (5/22/81)
RI		IMPERIAL GENERAL PROPERTIES LIMITED (6/27/79)
		IMPULSE MARKET FUTURES FUND (16/12/81)
	*	IN-PLACE ELECTRONICS LIMITED (2/28/73)
RI		INCUBUS (9/10/82)
RI		INDIGO INTERNATIONAL AND ASSOCIATES (MAY 15/81)
	*	INDUSTRIONICS (CANADA) LIMITED (2/14/80)
RI		INFINITUM GROWTH FUND INC. (3/15/85)
		INTERCONTINENTAL TECHNOLOGIES CORPORATION (4/8/83)
RI		INTER-TECH RESOURCES LTD. (8/21/75)
	*	INTERNATIONAL CERAMIC MINING LIMITED (6/28/73)
RI	#	INTERNATIONAL CHEMALLOY CORPORATION (1/18/82)
RI		INTERNATIONAL HALLIWELL MINES LIMITED (6/29/72)
	*	INTERNATIONAL KENVILLE GOLD MINES LIMITED (5/9/74)
RI		INTERNATIONAL NORVALIE MINES LIMITED (12/7/77)
		INTERNATIONAL OBASKA MINES LIMITED (12/19/80)
		INTERNATIONAL VIDEO CASSETTE SYSTEMS INC. (4/9/75)
	*	INVICTA EXPLORATIONS LIMITED (10/2/75)
RI		IRONCO MINING AND SMELTING LIMITED (6/12/75)
RI		ISEC CANADA LTD. (6/29/77)
RI		IVEY MEDICAL SYSTEMS LIMITED (2/2/78)
	*	IXPACO INDUSTRIES LIMITED (11/29/73)
RI		J.D. CARRIER SHOE COMPANY LIMITED (23/4/81)
	*	JACMAR EXPLORATIONS LIMITED (6/9/75)
	*	JACOBUS MINING CORPORATION LIMITED (9/28/72)
	*	JACOLA MINES LIMITED (9/18/72)
	*	JAHALA LAKE MINES LIMITED (6/26/75)
	*	JAMAICAN MINING LIMITED (7/18/75)
RI		JAMESTOWN RESOURCES INC. (6/9/83)
	*	JANDON MINES LIMITED (12/29/71)
	*	JANUS EXPLORATIONS LIMITED (12/15/77)
	*	JARIDGE EXPLORATIONS LIMITED (6/22/82)
	*	JAYE EXPLORATIONS LIMITED (10/10/72)
	*	JEAN LAKE LITHIUM MINES LIMITED (7/28/75)

* JESPERSEN-KAY SYSTEMS LIMITED (11/13/72)
 * JILBIE MINING COMPANY LIMITED (6/6/72)
 RI JOFFRE RESOURCES LTD. (3/16/84)
 * JOGRAN MINES LIMITED (8/9/73)
 * JOLLOCO EXPLORATION LIMITED (1/21/72)
 * JOLLY JUMPER PRODUCTS OF AMERICA LIMITED (2/13/75)
 RI JOUBI MINING CORPORATION LIMITED (8/16/76)
 * JUBILANT EAGLE HOLDINGS AND EXPLORATIONS LTD. (4/9/75)
 * JUMA MINING AND EXPLORATION LIMITED (5/4/72)
 K.C.R. INVESTMENTS LTD. (5/29/81)
 RI K.T. RESOURCES (1981) LIMITED (7/26/84)
 RI KAPPA INVESTMENTS LIMITED (12/06/84)
 * KARDAR CANADIAN OILS LIMITED (11/20/73)
 RI KARLSONS BLUEBURNER SYSTEMS LTD. (1/26/82)
 * KAYMO MINERALS LIMITED (10/10/72)
 * KEITH-DAY LIMITED (7/4/74)
 * KEITHGOLD MINES LIMITED (9/23/76)
 * KELTIC MINING CORPORATION LIMITED (3/8/76)
 * KENDON COPPER MINES LIMITED (9/28/72)
 RI KENILWORTH MINES LIMITED (11/22/74)
 * KENN HOLDINGS & MINING LIMITED (6/21/71)
 KENSINGTON CO-OPERATIVE APARTMENTS LIMITED (10/14/70)
 * KENTLAKE GOLD MINES LIMITED (7/4/74)
 * KIDD COPPER MINES LIMITED (10/19/71)
 RI KILLARNEY OIL AND GAS DEVELOPMENT COMPANY LIMITED (8/17/71)
 KILLARNEY OIL AND RESOURCES LTD. (2/21/80)
 * KIMBERLITE MINING CORPORATION LIMITED (10/2/72)
 * KING ISLAND MINES LIMITED (2/28/73)
 RI KING KIRKLAND GOLD MINES LIMITED (4/25/77)
 RI KINGBRIDGE MINES LIMITED (7/4/74)
 * KINGDOM MINERALS LIMITED (4/25/75)
 RI KLONDIKE FEVER (9/10/82)
 KLONDIKE YUKON MINING COMPANY (8/14/69)
 * KREFELD GRAPHITE FOLD MINES LIMITED (7/30/75)
 RI KRISTIANSEN CYCLE ENGINES LTD. (2/20/83)
 KUKATUSH MINING CORPORATION (1960) LTD. (4/29/75)
 LA COMPAGNIE MINIERE DE L'UNGAVA LIMITEE (12/6/71)
 RI LA-CHIB MINES LIMITED (8/13/81)
 * LAKE BEAVERHOUSE MINES LIMITED (4/9/75)
 * LAKE GEORGE MINES LIMITED (8/29/73)
 * LAKE KOZAK MINES LIMITED (1/21/72)
 * LAKE-OSU MINES LIMITED (8/16/76)
 RI LAKEX MINES LTD. (6/11/80)
 * LANGLEY'S LIMITED (10/18/73)
 * LANSLOWNE EXPLORATIONS LIMITED (4/9/75)
 * LAROMA MIDLOTHIAN MINES LIMITED (9/3/76)
 RI LAWRENCE SQUARE LIMITED (9/27/82)
 * LEBON GOLD MINES LIMITED (8/3/73)
 * LECOPA MINES LIMITED (7/15/74)
 * LEESA METALS AND HOLDINGS LIMITED (4/9/75)
 * LENMAC MINES LIMITED (9/28/72)
 * LEVACK MINES LIMITED (7/12/77)
 * LIDO METALS AND HOLDINGS LIMITED (4/9/75)
 * LIFE INVESTORS INTERNATIONAL LIMITED (3/1/74)
 RI LINGSIDE COPPER MINING COMPANY LIMITED (3/25/81)
 * LINLAND EQUIPMENT SALES LIMITED (8/19/75)
 * LITTLE HATCHET MINERALS LIMITED (9/28/72)
 * LODGE METALS AND HOLDINGS LIMITED (4/9/75)
 LONDEX INC. (12/12/84)
 LONDEX METALS INC. (12/12/84)
 LONDON COMMODITY OPTIONS (3/22/77)

RI	LONMED HOLDINGS LTD (5/6/81)
RI	LORD'S CHEMISTS LIMITED (4/11/74)
RI	LORNCO EXPLORATIONS LIMITED (8/18/78)
RI	LOST RIVER MINING CORPORATION (6/17/80)
	LOVE (6/29/84)
RI	LUMSDEN BUILDING CORPORATION INC., THE (7/22/80)
	* LYNBAR MINING CORPORATION LIMITED (3/1/74)
	* LYNX YELLOWKNIFE GOLD MINES LIMITED (11/21/72)
	* MACKBUCK RED LAKE GOLD MINES LIMITED (2/11/74)
RI	MAGIC SHOW, THE (10/17/83)
RI	MAGISTER MINING CORPORATION LIMITED (3/1/74)
	* MAGNA CARTA FUND LIMITED (9/18/72)
	* MAGOMA MINES LIMITED (10/10/72)
RI	MAISLIN INDUSTRIES LTD. (10/17/83)
	# MALARTIC HYGRADE GOLD MINES (CANADA) LIMITED (1/6/77)
	* MANATAW GOLD MINES LIMITED (7/11/73)
RI	MANDARIN MINES LIMITED (7/14/82)
	* MAPLE FILM CORPORATION LIMITED (8/8/74)
RI	MARACAMBEAU MINES LIMITED (9/2/77)
RI	MARALGO MINES LIMITED (11/16/76)
RI	MARCHE UNION INC. (2/13/75)
	* MARIA MINING CORPORATION LIMITED (11/21/73)
RI	MARICANA ENTERPRISES LIMITED (12/6/71)
	* MARTIN-BIRD GOLD MINES LIMITED (3/22/73)
	* MARVEL MINERALS LIMITED (10/10/72)
	* MASTER METALS CORPORATION (MINING) LIMITED (8/29/75)
	* MATADOR MINES LIMITED (4/9/75)
	* MAXIMUM ACCEPTANCE CORPORATION LIMITED (5/29/74)
	* MAYCOR MINES LIMITED (1/9/74)
R1	MAYDAY MINES LIMITED (10/5/79)
R1	MAYFAIR RESOURCES AND DEVELOPMENTS LIMITED (1/28/82)
RI	MAYLAC GOLD MINES LIMITED (4/17/84)
	* MCCAFFERTY LAKE EXPLORATIONS INC. (8/25/81)
	* MCLEAN FUTURES FUND II (11/25/80)
	* MCMARMAC RED LAKE GOLD MINES LIMITED (4/15/77)
RI	MEDLON SMALL BUSINESS DEVELOPMENT LTD. (5/6/81)
RI	MEDOKRISP FOOD SYSTEMS LIMITED (09/26/84)
RI	MEDOKRISP FOOD SYSTEMS LIMITED (8/26/84)
	MEGACARD TECHNOLOGIES INC. (11/17/83)
RI	MELCHERS DISTILLERIES LTD. (3/14/77)
	* MELVILLE INDUSTRIES AND HOLDINGS LIMITED (7/29/77)
RI	MERCANTILE GUARDIAN GROUP LTD. (4/9/75)
	METAFUSE LIMITED # (1/7/82)
	* METALHAWK MINING LIMITED (4/9/75)
RI	MID-NORTH ACCEPTANCE LIMITED (7/13/76)
	* MID-NORTH EXPLORATION LIMITED (11/3/72)
	* MID-PATAPEDIA MINES LIMITED (3/6/78)
RI	MIDPINES EXPLORATION INC. (9/27/82)
	* MIJA MINES LIMITED (6/27/77)
RI	MILGER INVESTMENT & DEVELOPMENT CORPORATION LIMITED (4/18/80)
RI	MILL CREEK EXPLORATION LIMITED (5/5/80)
	* MILL HILL LIMITED (7/22/75)
	* MILL ROCK MINES LIMITED (1/14/74)
	* MILLBANK MINERALS LIMITED (12/6/71)
	* MILLERFIELDS SILVER CORPORATION LIMITED (10/10/72)
	* MILLMORE PRODUCTS LIMITED (2/4/72)
	* MILMAR-ISLAND METALS AND HOLDINGS LTD. (4/9/75)
	MILTON GROUP LTD. (4/9/75)
RI	MINDAMAR ENERGY RESOURCES LIMITED (7/9/82)
	# MINEFINDERS CORPORATION LIMITED (7/14/77) FORMERLY TWENTIETH
RI	MINING GEOPHYSICS COMPANY LIMITED (09/27/84)

CENTURY EXPLORATIONS INC.)
 RI MINING GEOPHYSICS COMPANY LIMITED (9/27/84)
 * MINNITAKI IRON RANGE LIMITED (11/6/74)
 * MINTO HILL MINES LIMITED (4/9/75)
 * MIRO MINES LIMITED (10/22/73)
 RI MISDEAL (9/10/82)
 * MOBIKO MINES LIMITED (10/17/74)
 * MOBILEX DEVELOPMENT CORPORATION LIMITED (11/16/76)
 MOCCO INDUSTRIES LIMITED (1/14/82)
 RI MODERN OVA TRENDS LIMITED (6/3/80)
 * MOGAR MINES LIMITED (12/6/71)
 RI MOHAWK INDUSTRIES LIMITED (1/11/78)
 RI MOLCO INDUSTRIES LIMITED (7/10/84)
 * MONARCH GOLD MINES LIMITED (9/28/72)
 RI MONARCH WEAR LTD. (24/8/81)
 MONEX INTERNATIONAL, LTD. (10/11/74)
 RI MONPRE IRON MINES LIMITED (9/30/77)
 * MONTEGO MINES LIMITED (2/4/72)
 RI MONTEREY PETROLEUM CORPORATION (1971) LTD. (6/19/78)
 RI MORELAND-LATCHFORD PRODUCTIONS LIMITED (2/15/78)
 RI MOSPORT FILMS PRODUCTIONS (1978) (7/14/82)
 RI MOTHER LODE (10/6/82)
 RI MOUNTAINVIEW EXPLORATION INC. (6/24/81)
 (FORMERLY SUPERIOR COPPER MINES LIMITED)
 M. S. M. MARKETING LTD. (11/4/83)
 RI MR. PATMAN (9/10/82)
 RI MULTI-MINERALS LIMITED (10/3/80)
 RI MUNTZ CANADA LIMITED (8/4/77)
 * MURMAC LAKE ATHABASKA MINES LIMITED (8/21/74)
 RI NATIONAL IRON RESOURCES LIMITED (3/18/85)
 * NEALON MINES LIMITED (3/1/74)
 RI NEVER TRUST AN HONEST THIEF (10/17/83)
 * NEW AMBASSADOR DEVELOPMENTS LTD. (4/9/75)
 * NEW CAYZOR ATHABASKA MINES LIMITED (1/10/82)
 NEW CREST DEVELOPMENTS LIMITED (7/22/82)
 RI NEW FAR NORTH EXPLORATION LIMITED (8/1/72)
 * NEW FEDERAL CHIBOUGAMAU MINES LIMITED (5/20/75)
 RI NEW FORCE CRAG MINES LIMITED (1/16/80)
 * NEW HOPE PORCUPINE GOLD MINES LIMITED (5/2/75)
 * NEW HOSCO MINES LIMITED (3/1/77)
 * NEW JASON MINES LIMITED (8/4/72)
 * NEW NORQUE MINES LIMITED (10/30/72)
 * NEW PICTON URANIUM MINES LIMITED (5/17/73)
 * NEW POTTERDOAL MINES LIMITED (5/25/73)
 RI NEW REALM RESOURCES INC. (3/20/84)
 RI NEW REDWOOD GOLD MINES LIMITED (8/10/82)
 RI NEW ROUYN EXPLORATION COMPANY LIMITED (7/15/74)
 RI NEW UNISPHERE RESOURCES LTD. (11/8/77)
 * NEW UNITED SALT MINES LIMITED (1/22/73)
 RI NEW YARANDRY LIMITED (6/6/79)
 RI NEWCREST DEVELOPMENTS LIMITED (7/22/82)
 * NEWORE DEVELOPMENTS LIMITED (11/9/76)
 * NICOHAL MINES LIMITED (4/30/73)
 * NIGHTLEN MINES LIMITED (8/1/72)
 RI NOR-WEST KIM RESOURCES LTD. (12/14/71)
 * NORDIC INDUSTRIES LIMITED (9/6/74)
 RI NORDORE MINING CO. LTD. (10/21/77)
 * NORMALLOY EXPLORATIONS AND HOLDINGS LTD. (4/9/75)
 RI NORMAN MINES LTD. (12/3/82)
 * NORPAX NICKEL MINES LIMITED (10/29/73)
 * NORTH AMERICAN COMBUSTION TECHNOLOGY CORPORATION (5/19/83)

	*	NORTH BRIAR MINES LIMITED (1/28/72)
RI		NORTH POINT EXPLORATIONS LIMITED (4/9/75)
	*	NORTH ROCK EXPLORATIONS LIMITED (6/16/77)
RI		NORTHERN ATLAS EXPLORERS LIMITED (9/17/74)
	*	NORTHGLEN PETROLEUMS LIMITED (5/18/76)
RI		NORTHIM MINES INC. (7/17/79)
	*	NORTHMOUNT MINING CORPORATION LIMITED (9/18/72)
	*	NORTHOLT MINING CORPORATION LIMITED (12/6/71)
	*	NRG RESOURCES INC. (12/1/76)
RI		NUTAAQ R & D INVESTMENTS LIMITED PARTNERSHIP (12/6/83)
RI		NUTAAQ SOFTWARE INC. (12/6/83)
RI		ODYSSEY INDUSTRIES INCORPORATED (7/27/83)
RI		ONTARIO TEACHERS MORTGAGE FUND (12/5/79)
	*	ORVALLEY GOLD MINES LIMITED (11/22/74)
RI		OSF INDUSTRIES LIMITED (5/19/77)
	*	OSSINGTON METALS AND HOLDINGS LTD. (4/9/75)
RI		P.E.P. PROFESSIONAL AND ENGINEERED PATENTS LTD. (3/2/73)
RI		PALM SPRINGS SQUARE LIMITED PARTNERSHIP (10/17/84)
	*	PANACEA MINING & EXPLORATION LIMITED (8/12/71)
RI		PAN CENTRAL EXPLORATIONS LIMITED (08/30/83)
	*	PARAMAQUE MINES LIMITED (1/6/72)
	*	PARK PRECIOUS METALS INCORPORATED (10/22/75)
	*	PARKDALE METALS AND HOLDINGS LTD. (4/9/75)
RI		PARKVIEW VILLAGE I LIMITED PARTNERSHIP (4/3/85)
RI		PARKVIEW LODGE APARTMENTS LIMITED (3/13/79)
	*	PARLIAMENT MINES LIMITED (2/28/73)
	*	PARR MINES LIMITED (7/23/76)
	*	PARTRIDGE RIVER MINES LIMITED (1/6/72)
	*	PASCAR DEVELOPMENT CORPORATION LIMITED (6/10/71)
RI		PASSPORT AIRWAYS INC. (11/17/83)
RI		PATRICIA SILVER MINES LIMITED (9/8/77)
	*	PAUDASH MINES LIMITED (10/3/72)
	*	PAULPIC GOLD MINES LIMITED (7/26/74)
RI		PEDLAR INDUSTRIAL INC. (1/8/82)
RI		PENROSE GOLD MINES LIMITED (11/26/75)
RI		PENYORK ENERGY RESOURCE INC. (8/4/83)
RI		PERE MARQUETTE PETROLEUMS LIMITED (1/24/74)
RI		PERMANENT ACCEPTANCE CORPORATION LIMITED (6/19/75)
		PETROCO OF TEXAS INC. (6/25/84)
RI	#	PETROL OIL AND GAS LIMITED, THE (11/2/81)
RI		PEYTO OILS LTD. (6/15/81)
RI		PHOBIA (10/17/83)
	*	PICKERING METALS MINES LIMITED (8/1/72)
RI		PICKTEX MINING AND INVESTMENTS LIMITED (5/25/73)
		PIZZA HOTLINE OF TORONTO INC., THE (2/11/85)
		PIZZA HOTLINE OF TORONTO INC. (2/11/85)
RI		PLUMBING MARTS OF AMERICA, INC. (6/28/82)
	*	PLYDOM CORPORATION LIMITED (3/5/74)
RI		POLCON CORPORATION (4/19/83)
	*	POLYPUMP LIMITED (10/30/78)
	*	PONTIFF MINING LIMITED (8/21/74)
RI		POP SHOPPES INTERNATIONAL INC. (6/21/83)
	*	PORCUPINE GOLDTOP MINES LIMITED (1/10/77)
RI		POWER EXPLORATIONS AND HOLDINGS LIMITED (7/11/78)
	*	PRIMROCK MINING AND EXPLORATION LIMITED (2/11/72)
RI		PRIZE PUZZLE INC. (4/11/84)
	*	PRO AIR SYSTEMS (1972) INC. (2/22/78)
	*	PROCESS MINERALS LIMITED (10/29/76)
RI		PROPER CHANNELS (9/10/82)
RI		PROTEA DEVELOPMENTS LIMITED (4/9/75)
	*	PROUDEARTH EXPLORATIONS INC. (4/25/75)

RI PYTHON RESOURCES AND INVESTMENT CORPORATION (6/25/84)
 RI Q.M.G. HOLDINGS INC. (8/3/83)
 RI QUADRANT FILM INVESTORS 1978 A (9/30/82)
 * QUADRATE EXPLORATIONS LIMITED (10/17/74)
 * QUINCY CREEK MINES LIMITED (9/27/74)
 * RADEX MINERALS LIMITED (9/4/74)
 RI RADIO ENGINEERING PRODUCTS LIMITED (3/9/76)
 * RADIO HILL MINES COMPANY LIMITED (9/18/72)
 * RAGGED CHUTE SILVER MINES LIMITED (8/20/71)
 * RAINY LAKE MINING, LIMITED (6/12/75)
 RI RAMARDO MINES LIMITED (7/29/77)
 * RAMBLER EXPLORATION COMPANY LIMITED (5/28/74)
 * RANCHERIA MINING COMPANY LIMITED (6/27/72)
 RI RAND REEF MINES LIMITED (11/14/78)
 * RAYVILLE MATHESON ASBESTOS LIMITED (6/4/75)
 REAL ESTATE OFFICE C.I.O.P LTD. (09/06/83)
 RE-MOR INVESTMENT MANAGEMENT LIMITED (4/24/80)
 REDCOAT MINES LIMITED (4/9/75)
 * REDWOLF GOLD MINES LIMITED (9/23/76)
 * REETA EXPLORATIONS LIMITED (1/30/74)
 * REFORD MINES LIMITED (5/26/75)
 RI REMBRANDT GOLD MINES LIMITED (6/25/84)
 RI RENGOLD MINES LIMITED (2/18/76)
 * REVERE MINING CORPORATION LIMITED (1/24/73)
 * REXDALE MINES LIMITED (9/18/72)
 R. F. OIL INDUSTRIES LTD. (11/21/83)
 * RHYOLITE ROUYN MINES LIMITED (10/26/76)
 RIAL FINANCIAL CORPORATION (4/9/75)
 * RICBAN MINES LIMITED (3/9/76)
 RICH-TOP MILLING INC. (5/16/79)
 * RICHGLEN MINES LIMITED (4/30/74)
 RI RICKABY MINES LIMITED (6/9/82)
 RI RIDEAU HEIGHTS APARTMENT TRUST (6/30/83)
 RI RIDLEY URANIUM MINES (CANADA) LIMITED (5/18/76)
 * ROCKY PETROLEUMS LIMITED (8/13/73)
 * ROCKZONE MINES LIMITED (10/18/76)
 * RODNEY GOLD MINES LIMITED (8/8/75)
 * ROLARTIC MINES LIMITED (4/9/75)
 * ROLLEX MINES LIMITED (6/4/75)
 RI ROMA LAKE GOLD MINES LIMITED (9/23/76)
 * ROMANET LAKE MINES LIMITED (5/26/75)
 * ROMEX MINES AND EXPLORATIONS LIMITED (1/5/76)
 RI ROMFIELD BUILDING CORPORATION LIMITED (6/24/83)
 * RONDA COPPER MINES LIMITED (9/1/77)
 RI ROYAL MINING CORPORATION (12/23/74)
 * RUTTAN LAKE EXPLORATIONS LTD. (4/9/75)
 * RYANOR MINING COMPANY LIMITED (8/16/79)
 RI S.M.A. (SOCIETE DE MATHEMATIQUES APPLIQUEES) INC. (10/27/80)
 * SAKFIELD MINES AND INVESTMENTS LIMITED (5/26/75)
 SAMBOF INVESTMENTS LIMITED (12/23/81)
 SANDY'S (7/15/74)
 SANDY'S BREEDERS LTD. (7/15/74)
 SANDY'S COOPERATIVE ASSOCIATION (7/15/74)
 RI SANTACK MINES LIMITED (6/3/71)
 RI SAPAWE GOLD MINES LIMITED (8/11/72)
 * SARIMCO MINES LIMITED (8/11/72)
 * SASKOBA MINES INC. (5/27/74)
 * SATINCO MINING CORPORATION (1/24/75)
 RI SCANNERS (6/27/84)
 RI SCARBORO ARENA GARDENS LIMITED (10/13/83)
 RI SCARBORO PRODUCERS MARKET LIMITED (6/23/72)

* SCIMINEX LIMITED (8/15/74)
 * SCOTIA MINES LIMITED (12/15/72)
 RI SCOTT-LASALLE LTEE (8/14/80)
 * SCU INDUSTRIES LIMITED (1/10/77)
 * SEAWAY BASE METALS LIMITED (5/25/84)
 * SENTRY PETROLEUMS LIMITED (4/10/74)
 * SEPTEMBER MT. COPPTER MINES LIMITED (12/15/71)
 RI SEVEN ARTS FUND 1980 (9/10/82)
 * SHADRACK MINING LIMITED (4/25/75)
 RI SHAPE OF THINGS TO COME", "THE (2/12/82)
 * SHAWMIN CONSOLIDATED LTD. (9/23/77)
 * SHAYNEE CONSOLIDATED METALS AND HOLDINGS LIMITED (4/9/75)
 * SHEBA MINES LIMITED (9/4/74)
 * SHEFFIELD IRON MINES LIMITED (6/25/75)
 * SHEROOMAC MINING CORPORATION LIMITED (2/19/76)
 * SHEWAN COPPER MINING CORPORATION LIMITED (8/11/72)
 # SIGNUM COMMUNICATIONS INC. (4/12/81)
 RI SILVER BAR MINES LIMITED (12/13/76)
 * SILVER HOARD MINES LIMITED (4/30/74)
 * SILVER LAKE MINES LIMITED (4/10/74)
 * SILVER ORE ZONE MINES LIMITED (5/26/75)
 RI SILVER PACK RESOURCES LIMITED (6/24/83)
 * SILVER SHIELD MINES INC. (11/6/72)
 * SILVER TOWER MINES LIMITED (3/13/73)
 * SILVER-MEN MINES LIMITED (2/22/74)
 * SIRMAL MINES LIMITED (10/30/72)
 RI # SKLAR MANUFACTURING LIMITED (6/29/82)
 * SMITH COBALT MINES LIMITED (7/24/73)
 SOGEVEX INC. (2/20/81)
 * SOLAR EXPLORATION LIMITED (2/13/73)
 * SOLID SILVER METALS AND HOLDINGS LIMITED (4/9/75)
 * SOLOMON'S PILLARS MINES LIMITED (12/15/71)
 * SOUTH EASTERN GAS AND OIL COMPANY LIMITED (1/25/77)
 * SOUTH SEAS MINING LIMITED (10/29/73)
 RI SOUTH SHORE GOLD MINES LIMITED (7/11/78)
 * SOUTHMARK PETROLEUMS LIMITED (5/27/74)
 * SPACE-PAK INTERNATIONAL LIMITED (12/6/71)
 RI SPANEX RESOURCES LIMITED (4/6/81)
 * SPANISH RIVER MINES LIMITED (12/15/71)
 * SPORRAN MINES LIMITED (10/3/72)
 RI SPRING CHEMICALS LIMITED (6/11/79)
 * SQUALL LAKE GOLD MINES LTD. (8/25/81)
 ST. ANTHONY REALTY COMPANY LIMITED (10/25/74)
 ST. MARY'S EXPLORATIONS LIMITED (6/11/80)
 * STACKPOOL MINING AND HOLDING CORPORATION LIMITED (1/24/73)
 STANLEY CASSIUS SANDERSON (7/15/74)
 RI STEADMAN OCEANOGRAPHIC TECHNOLOGY&GROWTH FUND (10/12/83)
 RI * STEREOSCOPICS INC. (5/13/81)
 * STORMY MINES LIMITED (9/18/72)
 RI STUMP MINES LIMITED (11/8/77)
 * STURDY MINES LIMITED (6/16/77)
 * SUBEO LIMITED (9/4/74)
 * SUDBURY ANGORA CO-OPERATIVE INC. (12/6/79)
 * SUDNOR MINING COMPANY LIMITED (8/8/75)
 RI SUMMIT GOLD MINES INC. (11/29/84)
 * SUN BEAR MINES LIMITED (9/19/74)
 * SUPERIOR ACID AND CHEMICAL LIMITED (9/6/74)
 RI SUPERIOR ELECTRONICS INDUSTRIES LTD. (10/5/79)
 * SUPERSTAR PETROLEUMS LTD. (10/15/74)
 * SURGE MINES LIMITED (4/25/75)
 * SWEEPCO INDUSTRIES INC. (11/30/77)

RI SYCON ENERGY CORPORATION (1/28/82)
 RI SYMBIONICS SYSTEMS LIMITED (12/6/71)
 * SYSTEMS AIR CORPORATION LIMITED (8/29/73)
 * TABOR LAKE GOLD MINES LIMITED (6/12/75)
 * TARTAN LAKE GOLD MINES LIMITED (8/30/76)
 RI TEAM ENERGY AND MINERALS INC. (6/24/83)
 TECHNICAL RESOURCES INC. (6/7/74)
 RI TECHNISCAN SYSTEMS LIMITED (1/10/77)
 * TECO MINES AND OILS LIMITED (12/20/74)
 RI TEDESCAN TECHNOLOGIES INC. (10/26/84)
 RI TEDDY BEAR VALLEY MINES LIMITED (12/15/76)
 * TERN LAKE MINES LIMITED (8/9/72)
 * TERRA RICHE MINES LIMITED (11/22/71)
 * TERREX MINING COMPANY LIMITED (2/11/74)
 RI TEXORE MINES LIMITED (6/2/77)
 RI THRESHOLD (PASSAGE FILMS INC., PARAGON MOTION
 PICTURES INC.) (6/13/83)
 * TIPUANI GOLD MINES LIMITED (1/27/75)
 RI TITAN IRON MINES LIMITED (12/13/76)
 * TITUS MINING AND EXPLORATIONS LIMITED (8/15/74)
 RI TOMROSE MINES LIMITED (7/6/77)
 TONKA RESOURCES INC. (6/25/84)
 * TORMONT MINES LIMITED (8/9/72)
 * TORRINGTON DISTRIBUTORS INC. (2/12/82)
 * TRANS-AMERICAN MINING CORPORATION LIMITED (10/26/76)
 * TRANSACTOR CORPORATION (16/12/81)
 * TRANSCONA EXPLORATIONS LIMITED (8/1/72)
 * TRANSGLOBAL FINANCIAL SERVICES LIMITED (7/12/73)
 RI * TRAVCOM INC. (5/8/78)
 * TRENTON GAS AND OIL LIMITED (1/5/76)
 * TRESBOR LARDER MINES LIMITED (12/17/74)
 RI TRIHOPE RESOURCES LIMITED (6/5/72)
 * TRILLER METALS AND HOLDINGS LIMITED (4/9/75)
 * TRIMAR HOLDINGS AND EXPLORATIONS LTD., THE (4/9/75)
 RI TRINITY MINES (11/18/83)
 # TWENTIETH CENTURY EXPLORATIONS INC. (7/14/77) (NOW MINEFINDERS
 CORPORATION LIMITED)
 RI UNICOL COLLECTION AGENCIES LIMITED (7/21/83)
 UNI-QUATRO TECHNOLOGIES LTD. (11/9/82)
 * UNITED AUTOMATIC VENDING LIMITED (3/1/74)
 RI UNITED COBALT MINES LIMITED (10/19/83)
 RI UNITED DUVEX OILS AND MINES LIMITED (7/12/78)
 RI UNITED REDFORD RESOURCES, INC. (3/28/85)
 RI # UNIVERSAL EXPLORATIONS (81) LIMITED (11/2/81)
 RI UNIVERSAL FUELS COMPANY (11/9/83)
 * UNIVERSAL SECTIONS LIMITED (9/1/81)
 * UPPER CANADA INVESTMENTS LIMITED (10/30/75)
 * URANIUM RIDGE MINES LIMITED (7/23/76)
 RI UTAH LARDER GOLD MINES LIMITED (7/16/74)
 * UTOPIA MINING AND HOLDING CORPORATION LTD. (4/9/75)
 RI VAL NOR EXPLORATION LIMITED (11/14/78)
 RI VALLEE LITHIUM MINING CORPORATION LIMITED (1/5/76)
 * VALRAY EXPLORATIONS LIMITED (4/10/75)
 * VANDOO CONSOLIDATED EXPLORATIONS LIMITED (8/29/75)
 * VANESSA URANIUM MINES LIMITED (4/9/75)
 RI VANGUARD FUND (10/4/79)
 * VENCAP INVESTMENTS LIMITED (11/6/75)
 RI VENUS MINES LTD. (5/26/72)
 * VERMONT MINES LIMITED (1/15/76)
 * VIANOR MALARTIC MINES LIMITED (8/23/76)
 * VICTORIA ALGOMA MINERALS COMPANY LIMITED (3/29/72)

RI	VICTORIA MANOR LIMITED (2/19/76)
RI	VIDEO INDUSTRIES INC. (1/14/83)
RI	VIDEO SCIENCE TECHNOLOGY LTD. (10/26/83)
*	VILLAGER SHOE SHOPPES (CANADA) LTD., THE (7/27/77)
	(PRESENTLY - 113639 CANADA INC.)
RI	VILLE MARIE EXPLORATION LIMITED (10/27/80)
*	VILLEMAQUE GOLD MINES LIMITED (12/9/75)
*	VIMY GOLD MINES LIMITED (9/23/74)
*	VISCOUNT PETROLEUMS LIMITED (5/27/74)
*	VOLCANIC MINES LIMITED (2/13/73)
	W. J. BUTTERMAN AND ASSOCIATES; W. J. BUTTERMAN (3/24/82)
	W. J. PELLIZZON INVESTMENTS INC. (5/12/81)
*	WAKEHAM BAY MINES LIMITED (9/20/76)
RI	WARDEAN DRILLING CO. LIMITED (8/26/80)
RI	WARWICK UNIVERSAL LIMITED (6/12/78)
RI	WAYFAIR EXPLORATIONS LIMITED (10/16/84)
*	WEE-GEE URANIUM MINES LTD. (12/6/71)
*	WERNER LAKE NICKEL MINES LIMITED (10/3/72)
*	WESLEY MINES LIMITED (10/10/72)
	WESTERN ALLENBEE OIL & GAS COMPANY LIMITED (6/29/78)
	WESTERN ONTARIO CREDIT CORPORATION LIMITED (5/14/74)
	WESTERN PACIFIC GOLD AND SILVER EXCHANGE (12/17/74)
*	WESTERN TIN MINES LIMITED (10/3/72)
*	WESTWIND EXPLORATIONS LIMITED (3/8/76)
RI	WHITEBURN PRECIOUS METALS LIMITED (7/17/84)
*	WHITE BRIDGE MINES LIMITED (2/11/72)
RI	WHITE-GUAYATT MINING COMPANY LTD. (2/19/76)
	WHITEROCK INDUSTRIES LIMITED (4/12/78)
RI	WHISHIRE OIL COMPANY OF TEXAS (10/20/77)
*	WILSON RED LAKE GOLD MINES LIMITED (8/4/72)
*	WINCHESTER EXPLORATION LIMITED (1/27/76)
RI	WINDSOR COURT INVESTMENTS (6/27/80)
RI	WINWEST OIL & MINING LIMITED (1/9/83)
RI	WOODVILLE MINES LIMITED (1/18/79)
	XANTREX MANAGEMENT CORPORATION (12/24/74)
*	YELLOWKNIFE BASE METALS LIMITED (8/1/72)
RI	YORK LAMBTON INC. (1/2/82)
RI	YORK MASONIC TEMPLE LIMITED (6/28/82)
RI	YOUNG-SHANNON GOLD MINES LIMITED (7/18/77)
	YUKON WOLVERINE MINING COMPANY (8/14/69)
RI	* ZULAPA MINING CORPORATION LIMITED (3/9/76)
	* ZURICH EXPLORATIONS LIMITED (4/9/75)

CHAPTER 5
POLICIES (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 6
REQUESTS FOR COMMENTS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 7
INSIDER TRADING REPORTS

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security, the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly, the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP	(appearing after the name reported)
"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

- No Symbol - Securities are beneficially owned directly.
- Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

- | | | | |
|-----------|----------------------------|-----|------------------------------|
| No Symbol | - purchase or sale | "M" | - internal |
| "A" | - bequest or inheritance | "Q" | - qualifying shares |
| "C" | - compensation | "R" | - redeemed (called, matured) |
| "E" | - exchange or conversion | "T" | - stock dividend |
| "F" | - exercise of rights, etc. | "V" | - stock split |
| "G" | - gift | "X" | - exercise of option |
| "IR" | - initial report | "Z" | - distribution |

*Returned for reconciliation purposes.

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ABATERRA ENERGY LTD.	Franke, Calvin L.	ABATERRA ENERGY LTD	D	Apr/85	IR			35573
	Findlay, Randall J Savings Plan	ABERFORD RES LTD	S	Apr/85 Apr/85	F 1	532		11782 248
	Gammell, Hugh Graham Savings Plan		DS	Apr/85 Apr/85	F 1	2717		12817 502
	Howard, John A Savings Plan		DS	Apr/85 Apr/85	F 1	1436		64189 1618
	Maureau, Gerrit T. F. M.		S	Apr/85 Apr/85	F	2428	2000	128
	Surridge, Allan Savings Plan		S	Apr/85 Apr/85	F 1	1064		23238 779
ABITIBI-PRICE INC.	Oberlander, Ronald Y.	ABITIBI PRICE INC	S	Apr/85 Apr/85	X	4000	4000	---
ALBERTA ENERGY COMPANY LTD.	Leitch, Clarence Mervin	ALBERTA ENERGY CO	D	Apr/85	IR			750
ALCAN ALUMINUM LIMITED	Gaudry, Roger	ALCAN ALUM LTD	D	Mar/85	T	44		4108
	Poitras, Jean-Marie		D	Mar/85	T	10		900
	Porter, Richard S.		S	Apr/85	IR			1297
	Rich, Patrick Jean Jacques Amended		DS	Dec/81 Dec/82 Aug/83 Dec/83 Dec/84 Mar/85	T T X T T T	9 35 11250 14 188 132		12086
ALGOMA CENTRAL RAILWAY RRSP	Berlis, Douglas Albert	ALGOMA CENTRAL RAILWAY	DS	Apr/85 Apr/85			500	7499 3596
AMERICAN OAKWOOD ENERGY LTD	Blades, D. Nolan	AMERICAN OAKWOOD ENERGY LTD	SI	Apr/85			45000	1367
ARGYLL ENERGY CORPORATION	Jones, Derek Stephen Amended	ARGYLL ENERGY CORP CL A	D	Dec/84 Jan/85 Jan/85			7900 300	177300 115000
	Kenesen Resources Ltd.				1			
	Jones, Derek Stephen Amended	ARGYLL ENERGY CORP CL B	D	Dec/84 Dec/84			5000	70000 \$107000
	RRSP	ARGYLL ENERGY CORP. DEBENT.		Nov/84 Feb/85 Mar/85	1 1 1	\$2000 \$1000 \$11000		\$14000
AUDAX GAS & OIL LTD.	McCombs, Peter E	AUDAX GAS & OIL LTD	S	Apr/85 Apr/85	IR IR			100000 75000
B. Y. G. NATURAL RESOURCES INC.	McKee, Osborne C.	B Y G NATURAL RES INC	D	Apr/85	IR			5000
	Ogata, Hiroshi		D	Apr/85	IR			10000
BANK OF ALBERTA	Allard, Charles A. Amended	BANK OF ALBERTA	D	Apr/85 Apr/85	1 1	3200		500 80000
	Allard Foundation Cathlon Holdings Ltd.							
BANK OF BRITISH COLUMBIA	Madill, John Wallace Amended	BANK B C	D	Jan/85		2050		

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REPORTING ISSUER	INSIDER	SECURITY	RELIN	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BANK OF BRITISH COLUMBIA (Continued)	Madill, John Wallace Amended	BANK B C	D	Mar/85		51		3851
	Schlosser, John Lewis		D	Mar/85 Apr/85		(8148 271		11135
BANK OF MONTREAL	Bushell, Kenneth Ross Amended Share Ownership Plan	BANK OF MONTREAL	S	Dec/84	I	174		705
	Waters, Peter David Share Ownership Plan		S	Dec/84 Dec/84	I	202		650 1053
BANK OF MONTREAL MORTGAGE CORPORATION	Bushell, Kenneth Ross	SECURITIES	S	Apr/85	IR			---
	Shorey, Roger M.		S	Apr/85	IR			---
BANK OF MONTREAL REALTY FINANCE LTD.	Bushell, Kenneth Ross	SECURITIES	S	Apr/85	IR			---
	Shorey, Roger M.		SI	Apr/85	IR			---
BANK OF NOVA SCOTIA, THE	Mackay, William Andrew	BANK NOVA SCOTIA	D	Jan/85	T	118		418
BARRINGTON PETROLEUM LTD.	Lawrence, Brian W.	BARRINGTON PETE LTD SER A DEB	DSB	Mar/85		5		5
BELL CANADA ENTERPRISES INC.	Rolland, Lucien Gilbert Trustee	BELL CDA ENTERPRISES INC	D	Apr/85 Apr/85	T	146		1465 600
BLACK PHOTO CORPORATION LIMITED	Stephenson, John F.	BLACK PHOTO LTD	S	Apr/85			1600	---
BRALORNE RESOURCES LIMITED	Naugle, Thomas E.	SECURITIES	D	Apr/85	IR			---
BREAKWATER RESOURCES LTD.	Rollke, Karl Heinz	BREAKWATER RES LTD	D	Feb/85 Mar/85			3000 7000	16000
C-I-L INC.	Aitken, Kenneth G.	C I L INC	S	Apr/85	IR			953
	Clarke, John G.		S	Apr/85	IR			237
	Howarth, Keith S		S	Apr/85		(907		1826
	King, John S.		SI	Apr/85		944		1876
	Murdock, James D.		SI	Apr/85		925		2043
	Ross, Gordon L.		S	Apr/85 Apr/85		864	50	1730
	Ward, Richard Vance		S	Apr/85		1138		2397
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	Fonseca, Vitor	CADILLAC FAIRVIEW LTD	S	Apr/85		400		400
	Fox, Donald E.		S	Apr/85		875		26423
	Seaton, Martin		DS	Apr/85	G		150	241350
CAE INDUSTRIES LTD.	Reekie, Charles Douglas Amended Auld Reekie Ltd.	C A E INDS LTD	DS	Mar/85	T I	7662		1193467
CAMCO INC.	Hodgson, Patrick W. E. Family Trust	CAMCO INC	DI	Apr/85 Apr/85	IR IR1			2000 1000
CAMPBELL RESOURCES INC	Krause, Charles Albert	CAMPBELL RES INC	S	Mar/85		204		1756

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CAMPBELL RESOURCES INC (continued)	Lister, Richard Lloyd	CAMPBELL RES INC	DS	Mar/85		1276		28823
CAMPEAU CORPORATION	Carroll, William John C & S Investors Stock Purchase Plan	CAMPEAU CORP WT CAMPEAU CORP SUB VTG	DS	Apr/85 Apr/85 Apr/85 Apr/85		32900	23800	32900 82618 2600 285209
	Cresswell, Donald J Share Purchase Plan		S	Apr/85 Apr/85	1 1		2000	3746 76166
CANADA MALTING CO. LIMITED	Doyle, John A.	CANADA MALTING LTD	D	Mar/85	IR			12771
CANADA TRUSTCO MORTGAGE COMPANY, THE	Acheson, John S.	CANADA TRUSTCO MTG CO	DISI	Apr/85 Apr/85 Apr/85	T 76 200	2		309 500
CANADIAN CURTISS-WRIGHT LIMITED	Darragh, Cavan J.	CANADA TRUSTCO MTG CO WT CANADIAN CURTISS WRIGHT LTD	S	Apr/85	X	3000		12000
CANADIAN FOREMOST LTD.	Baird, Douglas A.	CANADIAN FOREMOST LTD CL A CANADIAN FOREMOST LTD CL B	S	Feb/85 Feb/85			1000	4200 4200
CANADIAN IMPERIAL BANK OF COMMERCE	Cantor, Paul George Samuel	CDN IMP BK COMM CDN IMP BK COMM WT	S	Apr/85 Apr/85		1000 500		3600 500
CANADIAN OCCIDENTAL PETROLEUM LTD	Bertram, David Savings Plan Wife	CANADIAN OCCIDENTAL PETE LTD	DS	Apr/85 Apr/85 Apr/85	X 1 1	2500		7737 3088 677
	O'Rourke, William G. Savings Plan		S	Apr/85 Apr/85	1	1500		18296 8409
CANADIAN PACIFIC ENTERPRISES LIMITED	Clough, John Paul Thomas	CANADIAN PAC ENTERPRISES LTD	SI	Apr/85	T	213		4511
	McLaughlin, Earle W.		D	Apr/85	T	332		20196
	Pratte, Claude		DDI	Apr/85	IR			110000
	Thomson, John A.		SI	Apr/85	T	15		1994
CANADIAN TIRE CORPORATION LIMITED	Billes, Martha Gardiner Indirect Holdings	CANDIAN TIRE CORP CANADIAN TIRE LTD CL A	D	Apr/85 Apr/85	1 1		5000	700383 2111532
	Wilson, Bruce R.		S	Feb/85 Mar/85		182		35738
CAROLIN MINES LTD.	Bogert, John R. Arizona Desert Minerals Co. Inc.	CAROLIN MINES LTD	D	Apr/85				1000
CASTLEBAR SILVER & COBALT MINES LIMITED	McCarter, Peter N.	CASTLEBAR SILVER & COBALT	D	Apr/85	1		3613	---
CB PAK INC.	Consolidated-Bathurst Inc Amended	CB PAK INC	B	Apr/85	IR			1
				Apr/84 Dec/84			1000000 1000000	7180000
CCL INDUSTRIES INC.	Sloan, Ronald J.	C C L INDS INC CL A C C L INDS INC CL B	S	Apr/85 Feb/85 Apr/85	M 200 6666		6666	---
CHAUVCO RESOURCES LTD.	Turcotte, Guy Joseph	CHAUVCO RES LTD CL A	DS	Apr/85			15000	320975
CHRYSLER CORPORATION	Gale, Thomas C.	CHRYSLER CORP	S	Apr/85	IR		2400	

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CHRYSLER CORPORATION (Continued)	Gale, Thomas C. ESOP Trust	CHRYSLER CORP	S	Apr/85	IR1			194
	Goodyear, Richard ESOP Trust		S	Apr/85			6300	6000 15
	Miller, Robert S., Jr. ESOP Trust		S	Apr 85 Apr/85	X 1	15395		22895 15
CONCOPPER PHOSPHATE INC.	Banting, Howard L.	CONCOPPER PHOSPHATE INC	DS	Apr/85	IR			46000
CONSOLIDATED IMPERIAL RESOURCES ENERGY LIMITED	Godkin, Wendy Patricia	CONS IMP RES LTD SRS A PREF	S	Apr/85			500	9097
CONSOLIDATED PANTHER MINES LIMITED	McCarter, Peter N.	CONSOLIDATED PANTHER MINES	D	Apr/85	IR			1
CONSOLIDATED-BATHURST INC.	Berlis, Douglas Albert RRSP	CONS BATHURST INC COM SER B	DDI	Apr/85 Apr/85	1	1500		6998 2790
	Desmarais, Paul Power Corp of Canada	CONS BATHURST INC COM SER A	B	Apr/85 Apr/85	1	2384000		6 20283430
	Simard, Jean		D	Apr/85		2500		43506
COOPERATIVE ENERGY DEVELOPMENT CORPORATION	Johnson, Baldur R.	COOPERATIVE ENERGY CL A	D	Mar/85		300		500
CROWNX INC.	Campbell, Hoyle H	CROWNX INC CROWNX INC CL A CROWNX INC PREFERRED	D	Apr/85 Apr/85 Apr 85	IR IR IR			62373 31849 2000
D'OR VAL MINES LTD.	Hughes, Richard W. Angela Family Mark Invest. Nautilus Vent	D'OR VAL MINES LTD	D	Aug/84 Mar/85 Dec 84 Mar 85 Mar 85 Mar 85	E 1 1 1 1 1	5390	20000 1000 4000 119300 10000	50048 6000 4000 119300 10000
DAON DEVELOPMENT CORPORATION	Spalding, James Stuart	SECURITIES	D	Mar 85	IR			--
DICKENSON MINES LIMITED	Kachmar, John O. RRSP	DICKENSON MINES LTD CL A	DS	Apr/85 Apr/85	E 1 1	2800	4900	---
	Kachmar, John O. RRSP	DICKENSON MINES LTD CL B	DS	Mar 85 Mar 85 Mar 85 Apr/85	E E 1 1 E 1	3200 3200 100 2800		---
DOFASCO INC.	Craven, John W.	DOFASCO INC 2.60 CL C CV PFD	S	Apr/85		2000		2000
	Sheppard, John G.		DS	Apr 85		1000		1000
DOMINION EXPLORERS LIMITED	Vaughan, William Stearns RRSP	DOMINION EXPLORERS LTD	D	Apr/85	IR1			1000
EAGLET MINES LIMITED	Ashton, John Michael	EAGLET MINES LTD	D	Feb/85 Mar/85			500 2000	69717
ECHO BAY MINES LTD.	Calman, Robert Frederick Commonwealth Philatelics Inc.	ECHO BAY MINES LTD	D	Apr/85			30000	70100
ECLIPSE CAPITAL CORPORATION	Manhire, Barry 568847 Ontario Limited	ECLIPSE CORP.	D	Apr/85	1			1000
EDOMAR RESOURCES INC	Forlong, Dorothy E. Jointly with Marion Puddy	EDOMAR RES INC SPECIAL	DS	Apr 85 Apr/85	IR1 1	250000		50000 250000
							500000	--

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
EDOMAR RESOURCES INC (Continued)	Puddy, Marion F. Jointly with Dorothy Forlong	EDOMAR RES INC SPECIAL	D	Apr/85		250000		250000
EMCO LIMITED	Hackett, Don J.	EMCO LTD	S	Apr/85	1		500000	---
ENSERCH CORPORATION	Fraser, W. H.	SECURITIES	S	Apr/85	IR	500		2000
EPITEK INTERNATIONAL INC.	Panet, A. De Lothiniere Perlaw Limited Phileric Investments Corp. RRSP	EPITEK INTL INC	D	Mar/85	1			---
				Mar/85	1		10000	850
				Mar/85	1			668
				Mar/85	1			582
EQUITY SILVER MINES LIMITED	Bennett, Winslow Wood Winwood Holdings Ltd.	EQUITY SILVER MINES LTD	DS	Apr/85	1		10400	100000
ERAMOSA TECHNOLOGY CORPORATION	Hammond, Frederick O.	ERAMOSA TECH CORP	DI	Apr/85			50000	43425
ETHYL CORPORATION	Gautreaux, Marcelain F. Amended Savings Plan	ETHYL CORP	DS	Mar/85		5460		
	McBurney, Andrew Marvell		D	Mar/85	1	19	1424	20632
				Mar/85				10864
FATHOM OCEANOLOGY LIMITED	Dragone, A. George	FATHOM OCEANOLOGY LTD	D	Apr/85	V	41822		83644
	Marsh, John M.		D	Apr/85	IR			100
	Ruggles, Robert Thomas		D	Apr/85	IR			100
	Soloway, Gerald M.		D	Apr/85	IR			100
	Warrington, John E.		D	Apr/85	IR			100
FCA INTERNATIONAL LTD.	Noble, Bernard Ralph	F C A INTL LTD	DS	Feb/85			25000	50904
FEDERAL INDUSTRIES LTD	Thorsteinson, Arni	FEDERAL INDS SER II CL B CV PF	D	Apr/85	IR			400
FIRST AMERICAN MINERALS CORPORATION	498607 Ontario Inc.	FIRST AMERICAN MINERALS CORP	B	Apr/85			4500	---
FIRST CALGARY PETROLEUMS LTD.	Tanenbaum, Joseph M.	FIRST CALGARY PETES PFD SRB 9%	B	Mar/85			6900	25600
FIRST CANADIAN MORTGAGE FUND	Alton, Thomas R.	FIRST CDN MTG FUND	S	Apr/85	1			54
FLEET AEROSPACE CORPORATION	Dragone, A. George	FLEET AEROSPACE CORP WARRANTS	D	Apr/85		15000		15000
	Soloway, Gerald M. Cee Dee Management Limited Daughter King-John Investments Limited RRSP	FLEET AEROSPACE CORP	D	Mar/85		8000		8000
				Mar/85	1			33333
				Mar/85	1			3000
				Mar/85	1			8000
				Mar/85	1			12500
FORD MOTOR COMPANY	McCammon, David N	FORD MOTOR CO	S	Apr/85	G		600	8675
	Veraldi, Lewis C.		S	Apr/85	X	4840		4840
FRANCO-NEVADA MINING CORPORATION LIMITED	Coxford, Stephen R.	FRANCO NEVADA MNG CORP	S	Apr/85			2000	7000
FUTURTEK COMMUNICATIONS INC.	Kendall, Gerald R. G R. Kendall Marketing & Consulting Ltd	FUTURTEK COMMS INC.	DSB	Apr/85				230733
				Apr/85	1		77000	1689503

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G B C CAPITAL LTD	Soutar, Ian A. Indirect Holding	G B C CAP LTD	S	Apr/85	1	7400		200000
GARBELL HOLDINGS LIMITED	Hodgson, Patrick W. E.	SECURITIES	D	Apr/85	IR			---
GAZ METROPOLITAIN, INC.	Chouinard, Denis Investment and Savings Plan	GAZ METROPOLITAIN INC	S	Apr/85			1507	2803
	Hotte, Donald		S	Apr/85	1		2500	117
GENERAL MOTORS CORPORATION	Grettenberger, John O.	GENERAL MTRS CORP	S	Feb/84 Aug/84 Jan/85 Jan/85 Feb/85 Feb/84	X X X X C 1	381 133 1738 707		2751
	Jointly with Wife Savings Stock Purchase Program		S	Feb/84 Aug/84	1 1			1162 837
	Grettenberger, John O.	GENERAL MOTORS CORP CLASS E	S	Dec/84 Jan/85	Z C	60 19		1871 2578 397
	Katko, Charles Savings Stock Purchase Program	GENERAL MTRS CORP	S	Apr/85	X	2610		388 459
	Stone, Robert B. Savings Stock Purchase Program		S	Apr/85	1		883	17048
	Chwyl, Edward RRSP	GEOCRUDE ENERGY INC	S	Mar/85				1841
GEOCRUDE ENERGY INC.	Schroeder, John Gordon		S	Mar/85 Mar/85	E E	5000	5000	100
GEORGE WESTON LIMITED	Barnes, Ralph S. RRSP Stock Option Plan	GEORGE WESTON LTD	S	Apr/85 Apr/85 Apr/85 Apr/85	X X 1 X 1	200	200 200	700 100 1575
	Weston, Galen W. Wittington Investment Limited		DSK	Apr/85				150000
GLENAYRE ELECTRONICS LTD	Pritchard, David Thomas	GLENAYRE ELECTR LTD	S	Apr/85	1	80000		6640000
GOLDBROOK EXPLORATIONS INC	Bowdidge, Colin R. Column Holding Corp.	GOLDBROOK EXPL INC	D	Mar/85 Apr/85		1100		3400
	Hough, Atwell J.		B	Apr/85			10000	1
	Munro, Alan		D	Apr/85 Apr/85		5000	20500	69500
GOLDEN KNIGHT RESOURCES INC.	Witzel, Paul T. 278177 Alberta Ltd.	GOLDEN KNIGHT RES INC	S	Apr/85			5000	1
GOLDEN SCEPTRE RESOURCES LTD.	Hughes, Richard W.	GOLDEN SCEPTRE RES LTD	DSB	Mar/85 Jan/85 Mar/85 Mar/85 Mar/85 Mar/85 Oct/84 Dec/84	1 X M X X 1 1 1	1000	18200	
	Angela Mark Invest. Nautilus Vent.							200000
								13750
								1000
								72751
								17500
								156000
								3600
								4000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GOLDEN SCEPTRE RESOURCES LTD (Continued)	Hughes, Richard W. Nautilus Vent.	GOLDEN SCEPTRE RES LTD	DSB	Jan/85	1	200000		335150
GOLDQUEST EXPLORATION INC	Geddes, James	GOLDQUEST EXPL INC	S	Apr/85			426	14000
GOLIATH GOLD MINES LTD.	Hughes, Richard W.	GOLIATH GOLD MINES LTD	DSB	Oct/84			1000	
				Nov/84			1000	
				Dec/84			3000	
				Jan/85	X	245000		
				Jan/85			1000	
				Jan/85	M		175000	
				Mar/85	X	19500		
				Mar/85			2000	
				Mar/85				116500
				Jan/85	M 1	175000		39600
				Feb/85	1		500	174500
GRANDUC MINES, LIMITED	Weatherall, John Klondike and Le Moyne Investment Limited RRSP	GRANDUC MINES LTD	D	Apr/85				5000
				Apr/85	1			118000
				Apr/85	1			10000
GRANGES EXPLORATION LTD.	McRae, Douglas E. Macrim Investment Corporation	GRANGES EXPL LTD.	D	Apr/85				12100
				Apr/85	1	9000	5000	255061
GRANITE RESORTS INC.	Daniher, E. Clayton Amended	GRANITE RESORTS INC PARTIAL VT	DS	Apr/85	1			100
GREYHOUND LINES OF CANADA LTD.	Anthony, William L.	SECURITIES	S	Apr/85	IR			---
	Hutton, Raymond James Amended	GREYHOUND LINES CDA LTD	S	Dec/84		31		76
GUARANTY TRUSTCO LIMITED	Gerstein, Irving R.	GUARANTY TRUSTCO LTD PREF	D	Mar/85	IR			316
	Marchment, Alan Roy		DS	Apr/85	E	5		1032
GULF CANADA LIMITED	Hindson, William J.	GULF CDA LTD	SI	Apr/85			814	846
	Simms, Thomas B.		SI	Apr/85			453	---
H. W. I. INDUSTRIES INC.	Goldhar, Morton Shock Securities Inc.	H W I INDS INC	DSB	Apr/85	1		10000	205650
HALLIBURTON COMPANY	Hendrix, Dennis R. Trusts	HALLIBURTON CO	DS	Mar/85	1		166	26344
HAMILTON GROUP LIMITED. THE	Sheppard, John G.	HAMILTON GROUP LTD CL A CONV	D	Mar/85			900	
HARDING CARPETS LIMITED	Harding Employee's Deferred Profit Sharing Trust	HARDING CARPETS LTD CL C CONV	B	Apr/85	T	30		2040
HARRIS STEEL GROUP INC.	GBC Capital Ltd. Dominion-Scottish Investment Ltd.	HARRIS STL GROUP INC CL A	B	Apr/85			10000	44700
				Apr/85	V 1	440000		
				Apr/85	1		17200	862800
				Apr/85	V 1	220000		440000
	Leech, James William	HARRIS STL GROUP INC CL B	D	Mar/85		200		200
		HARRIS STL GROUP INC CL A		Mar/85		100		400
	Wilson, James	HARRIS STL GROUP INC CL B	S	Apr/85	V	1113		2226
		HARRIS STL GROUP INC CL A		Apr/85	V	15831		31662
HAYES-DANA INC.	Hough, George G.	HAYES DANA INC	S	Apr/85	V	3284		6568

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HAYES-DANA INC. (Continued)	Johnston, Donald G.	HAYES DANA INC	S	Apr/85	V	200		400
	Indirect Holdings			Apr/85	V 1	300		600
	Mackay, Donald R.		S	Apr/85	V	1727		3454
	McLaughlin, James B. Amended		S	Apr/85	V	1556	49	3112
HELIX CIRCUITS INC	Neelin, Robert W.		S	Apr/85	V	230		460
	Oechsle, Vernon E.		DS	Apr/85	V	3060		6120
	Reid, Patricia L.		S	Apr/85	V	1881		3762
	Berndt, Heinz	HELIX CIRCUITS INC	S	Mar/85			4000	148750
HERITAGE GROUP INC., THE	Beben, Henry George	HERITAGE GROUP INC	DS	Feb/85		600		18245
				Mar/85		2300		20545
				Apr/85		1100		21645
	Thomas, David Grenville	HIGHWOOD RES LTD	DS	Apr/85		2500	2000	486856
HIRAM WALKER RESOURCES LTD.	Harris, William Bowles	HIRAM WALKER RES LTD PFD D 7.5	D	Apr/85		7300		7300
	Cappuccitti, Maria	HISPYKE EXPL INC CLASS A	B	Apr/85	IR			127475
	Comi, Jean		B	Apr/85	IR			127475
	Farrell, Dorothy		B	Apr/85	IR			127475
HUMBOLDT ENERGY CORPORATION	Kasner, Dorris		B	Apr/85			409900	---
	Kasner, Eveline M.		DSB	Apr/85	IR			127475
	Kasner, Robert J.		D	Apr/85			100000	70315
	Lamond, Robert William	HUMBOLDT ENERGY CORP SUB	B	Apr/85		1000		2671783
HUSKY OIL LTD.	Mary J. Lamond RRSP			Apr/85	1			28455
	Rubicon Investments Ltd			Apr/85	1			50040
	Cowell, John Walter Frederick	HUSKY OIL LTD	SI	Mar/85		200		553611
				Apr/85			300	---
IMASCO LIMITED	Bouchard, Roland Amended Benefit Plan	IMASCO LTD	DI	Dec/84	1	41		4 1514
	Dunn, Robert L.	IMPERIAL LIFE ASS CO PF A	S	Apr/85	IR			400
	Carten, Michael A.	SECURITIES	D	Apr/85	IR			---
	Cyr, Raymond J.V.	IMPERIAL OIL LTD CLASS A	D	Apr/85	IR			200
INEXCO OIL COMPANY	Koonce, Kenneth T.	SECURITIES	DI	Apr/85	IR			---
	Vardaman, John G.	INEXCO OIL CO	DISI	Apr/85	IR			400
	Chorlton, Ronald William Housden Holdings	INNOPAC INC	D	Mar/85		1000		2000
				Mar/85				4000
INTER-CITY GAS CORPORATION	Riley, J. Derek Dominion Bronze and Iron Limited	INTER CITY GAS CORP 3RD PFD	D	Apr/85	1	2800		2800

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INTERNORTH INC.	Grove, David L. Joint with wife	INTERNORTH INC	D	Apr/85		8000		8400
				Apr/85	1			500
INTERPROVINCIAL PIPE LINE LIMITED	Raasch, Robert P. Joint with wife Stock Ownership Plan Trusteed Investment Plan			Mar/85	G		100	6145
				Mar/85	1			200
				Mar/85	1			1002
				Mar/85	1			7321
INVERNESS PETROLEUM LTD.	Cyr, Raymond J.V.	SECURITIES	D	Apr/85	IR			---
	Koonce, Kenneth T.		DI	Apr/85	IR			---
IPSCO INC.	Pedersen, Harold V.	INVERNESS PETE LTD	DS	Mar/85		351		18686
	Podmaroff, Peter *		S	Apr/85		350		10810
	Kosanovich, Milan	IPSCO INC	S	Mar/85		5000		---
				Mar/85			5000	---
JAMIE FRONTIER RESOURCES INC.	White, Harvey Vance RRSP	JAMIE FRONTIER RES INC	DS	Mar/85		113500		386800
				Mar/85	1			50000
JEDBURGH RESOURCES LIMITED	White, Harvey Vance	JAMIE FRONTIER RES INC WTS	DS	Mar/85		130000		130000
		JAMIE FRONTIER RES EARNES SHRS		Mar/85		39000		39000
JOHN LABATT LIMITED	Mallin, Julius Amended	JEDBURGH RES LTD	DS	Jan/85	Z	186000		186000
				Jan/85			7000	
JOHN LABATT LIMITED	Bergeron, Guy DRIP	JOHN LABATT LTD	DI	Apr/85		1		72
				Apr/85	1			5
	Binnendyk, Robert A. DRIP		DI	Apr/85	T 1	2		170
				Apr/85	1			13
Blackburn, Neal Dividend Reinvestment Plan			S	Apr/85				80
				Apr/85				202
Blakney, John F. Exec. Share Purchase Plan RRSP SDEP			DI	Apr/85	T 1	2		15
				Apr/85				6280
				Apr/85	1			1200
				Apr/85	1			1283
Bradley, Edward G. Exec. Share Purchase Plan RRSP			S	Apr/85	T 1	147		481
Stock Dividend Election Plan				Mar/85	1			50000
				Apr/85	1			50000
				Mar/85	1	13		1206
				Apr/85	1			1206
Colquhoun, Hugh M. SDEP				Mar/85	1			545
				Apr/85	T 1	522		552
Conde, Michael H. SDEP			DI	Apr/85	T 1	2		200
				Apr/85				15
Diamond, Charles DRIP			DI	Apr/85	T 1	28		2200
				Apr/85				140
Eino, Moni F. Exec. Share Option Plan - 83			D	Apr/85	T 1	22		2000
			DI	Apr/85				157
				Apr/85	1			10000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
JOHN LABATT LIMITED (Continued)	Eino, Moni F. Stock Dividend Election Plan	JOHN LABATT LTD	DI	Apr/85	T 1	104		213
	Fraser, Raymond Bruce Exec. Share Purchase Plan-1983		S	Apr/85	1			50000
	Stock Dividend Election Plan			Apr/85	1	516	516	---
	Freeman, Graham P. M. Exec. Share Option Plan - 83		DI	Apr/85	1			20000
	Stock Dividend Election Plan			Apr/85	T 1	208		426
	Goodman, Edwin Alan DRIP		D	Apr/85	1			102
	Held in Trust for Daughter			Apr/85	1			1300
	Suvretta Entertainments Ltd.			Apr/85	T 1			10000
	Henry, Keith H Exec. Share Purchase Plan - 79		S	Apr/85				4308
	Exec. Share Purchase Plan - 83			Apr/85	1			15892
	Exec. Share Purchase Plan-74			Apr/85	1			60000
	RRSP			Apr/85	1			832
	Stock Dividend Election Plan			Apr/85	T 1	798		1651
	Hooley, Richard L. Exec. Share Purchase Plan - 74		S	Apr/85				540
	Exec. Share Purchase Plan - 83			Apr/85	1			690
	Stock Dividend Election Plan			Apr/85	T 1	413	413	40000
	Kitts, Dean Carson Exec. Share Option Plan - 79		S	Apr/85	1			15402
	Exec. Share Purchase Plan - 83			Apr/85	1			40000
	Stock Dividend Election Plan			Apr/85	T 1	573	573	---
	LaMothe, Andre S. RRSP		DI	Apr/85	1			640
	SDEP			Apr/85	T 1	8		919
	Linton, John H. RRSP		DI	Mar/85	1	11		46
	Loranger, Fernand Exec. Share Option Plan - 1975		DI	Apr/85				708
	RRSP			Apr/85	1			996
	SDEP			Apr/85	1			7932
	Morrison, Bradley W. RRSP		DI	Apr/85	1			4068
	SDEP			Apr/85	T 1	6		1651
				Apr/85	1			383
				Apr/85	1			560
				Apr/85	1			628
				Apr/85	T 1			44

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
JOHN LABATT LIMITED (Continued)	Oland, Sidney M.	JOHN LABATT LTD	S	Apr/85				200
	Exec. Share Purchase Plan - 1983			Apr/85	1			60000
	RRSP			Apr/85	1			780
	Stock Dividend Election Plan			Apr/85	T 1	618		
				Apr/85	1		618	
	Oritz-Patino, Jaime		D	Apr/85			45600	100200
	Penner, Werner A.		DI	Apr/85				250
	SDEP			Apr/85	T 1	3		19
	Pinder, Herbert Charles		D	Apr/85				2281
	SDEP			Apr/85	T 1	2		15
	Read, Wallace Foster		DS	Apr/85			400	7000
	RRSP			Apr/85	1			1182
	Reynolds, Susan E.		DI	Apr/85				50
	DRIP			Apr/85	T 1	1		3
	Ronald, John F.		S	Apr/85			4800	
	Exec. Share Option Plan - 75			Apr/85	1			
	Exec. Share Purchase Plan - 83			Apr/85	1			2400
	RRSP			Apr/85	1			50000
	Stock Dividend Election Plan			Apr/85	1		1497	
	Saint Pierre, Guy		S	Apr/85				
	Exec. Share Option Plan - 79			Apr/85	1			1800
	Exec. Share Purchase Plan - 83			Apr/85	1			14992
	RRSP			Apr/85	1			50000
	SDEP			Apr/85	T 1	733		705
	Sienna, Lino		DI	Apr/85				3114
	SDEP			Apr/85	T 1			200
	Stapleton, Brian L.		DI	Apr/85				15
	DRIP			Apr/85	T 1	1		50
	Taylor, George Simpson		S	Apr/85				4
	Exec. Share Option Plan - 75			Apr/85	1			1364
	Exec. Share Option Plan - 79			Apr/85	1			458
	Exec. Share Purchase Plan - 83			Apr/85	1			15688
	Stock Dividend Election Plan			Apr/85	1			50000
	Thorpe, Richard S.		DI	Apr/85			686	
	DRIP for Ranette			Apr/85	T 1			
	DRIP for Richa			Apr/85	T 1	2		10
	For Jason			Apr/85	1			10
	For Ranette			Apr/85	1			10
	For Richa			Apr/85	1			150
	Vaux, Robert G.		DI	Apr/85				
	Exec. Share Option Plan - 1983			Apr/85	1			9400
	Stock Dividend Election Plan			Apr/85	T 1	98		206

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
JOHN LABATT LIMITED (Continued)	Widdington, Peter Nigel	JOHN LABATT LTD	D	Apr/85				24000
	Exec. Share Option Plan - 1969			Apr/85	1			9612
	Exec. Share Option Plan - 1979			Apr/85	1			10000
	Exec. Share Purchase Plan - 1983			Apr/85	1			100000
	RRSP			Apr/85	1			1734
KERR-MCGEE CORPORATION	Stock Dividend Election Plan			Apr/85	T 1	1480		449
				Apr/85	1		1081	
	Wilson, Gerald Einar		S	Mar/85				7896
	Amended			Mar/85	1			814
	Exec. Share Option Plan - 75			Mar/85	1	13		1215
KERR-MCGEE CORPORATION	RRSP			Apr/85	T 1	22		2000
	Zakoar, Edward M.		DI	Apr/85				116
	DRIP			Apr/85				
	Henderson, Robert	KERR MCGEE CORP	S	Apr/85	IR1			865
	Savings Investment Plan			Apr/85	IR1			3
L. K. RESOURCES LTD.	Stock Ownership Plan		S	Mar/85	M	4807		7037
	Robins, R.D.			Mar/85	M 1		1961	---
	Savings and Investment Plan			Mar/85	M 1		2848	---
	Savings Plan			Mar/85	M 1			270
	Stock Ownership Plan			Mar/85	1			
LA SOCIETE MINIERE LOUVEM INC.	Bunje, Jr, Ralph B.	L K RES LTD CLASS A	D	Mar/85	IR1			13461
	J-Dart Investments	L K RES LTD CL B		Mar/85	IR1			13460
	Rintoul, Gordon R.	L K RES LTD	D	Apr/85	IR1			5662
	Fieldstone Resources Limited	L K RES LTD CLASS A		Apr/85	IR1			5662
	Dufour, Rene	LA SOCIETE MINIERE LOUVEM	D	Mar/85	X	1000		1001
LA VERENDRYE MANAGEMENT CORPORATION	Gilbert, Josaphat E.	LA SOCIETE MINIERE INC UNITS	D	Apr/85		1000		3901
				Apr/85	20			20
	Boutin, Dominique	LA VERENDRY MGMT CORP CL A	S	Mar/85		25		68187
	Secretary-La Verendrye			Mar/85	1			10806
	Plante, Gilles		S	Apr/85		50		5695
LAIMIN RESOURCES LIMITED	Stock Option Plan			Apr/85	1			1500
	Hollinger Argus Limited	LAIMIN RES LTD	B	Apr/85		650		4130202
	Webster, Victor A.	LAIDLAW TRANSN LTD CL A	DISI	Aug/84			700	---
				Apr/85			2500	
	Tierney, Kirkwood T	LANPAR TECH INC	S	Mar/85			7500	11250
LEIGH INSTRUMENTS LIMITED	Dean, David M.	LEIGH INSTRUMENTS LTD	S	Jan/85		11703		14103
	Leon, Edward Michael	LEONS FURNITURE LTD	DS	Feb/85	M	1000		19002
	Trust			Feb/85	1			35220
	O'Shaughnessy, Thomas	LINEAR TECHNOLOGY INC	S	Apr/85			17100	52200
	Arthur							
LINEAR TECHNOLOGY INC.	Pieczonka, Waldemar		DS	Apr/85			50000	538100
	Albert							

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LINEAR TECHNOLOGY INC. (Continued)	Tomlinson, Richard Howden	LINEAR TECHNOLOGY INC	D	Apr/85			10000	580000
LOBLAW COMPANIES LIMITED	Weston, Galen W. Wittington Investment Limited	LOBLAW COS LTD	DSB	Apr/85				154300
LOGISTEC CORPORATION	Springer, John	LOGISTEC CORP	D	Apr/85	1	290000		900001
LYNX-CANADA EXPLORATIONS LIMITED	Matthews, Peter T	LYNX CANADA EXPLS LTD	DS	Feb/85	IR			100
MACLEAN HUNTER LIMITED	Holton, John M.	MACLEAN HUNTER LTD CLASS X	D	Apr/85		23000	23000	372104
	Osborne, Ronald W. Deferred Profit Sharing Plan		S	Apr/85	V	24000		48000
				Apr/85		2500		30680
MACMILLAN BLOEDEL LIMITED	Hobbs, Gerald Henry Danby Employee Share Purchase Plan	MACMILLAN BLOEDEL LTD	D	Apr/85	1			221
	Johncox, Gary Herbert		S	Mar/85	T 1	44		2252
				Mar/85	T 1	2		101
	Employee Share Purchase Plan RRSP Stock Option Plan			Apr/85	M	600	1450	14
	Knudsen, Conrad Calvert Employee Share Purchase Plan		S	Apr/85	M 1		600	227
				Apr/85	1			5
				Apr/85	1			621
				Mar/85	T	26		1367
				Mar/85	T 1	58		2977
				Mar/85	T 1	121		6194
				Mar/85	T 1	1346		68672
	Towill, Gordon Joseph Employee Share Purchase Plan		S	Apr/85		1616		1616
	Sr. Mgmt Shr Purchase Plan Stock Option Plan			Apr/85	1			207
				Apr/85	1			1637
				Apr/85	X 1		1616	---
MAGNA INTERNATIONAL INC.	Lawrence, Richard J.	MAGNA INTL INC CLASS A	D	Apr/85		3000		5000
MAJESTIC CONTRACTORS LIMITED	Haagsma, Richard	MAJESTIC CONTRACTORS LTD	S	Apr/85			1000	---
MANNVILLE OIL & GAS LTD.	Shaw, James Robert Brasha Holdings Ltd. James R. Shaw Securities Limited Jay-Shaw Holdings Ltd. Julmar Holdings Ltd. Marlin Petroleum Limited Shawana Estates Ltd.	MANNVILLE OIL & GAS LTD	D	Nov/84	1	3080		5000
				Nov/84	1			3080
				Nov/84	1	3080		23100
				Nov/84	1	3080		3080
				Nov/84	1	3080		3080
				Nov/84	1			75792
				Nov/84	1	3080		3080
	Wheaton, Donald Harold Core Boss Wire Line Ltd Don Wheaton Ltd.		DB	Mar/85	1	1200		545286
				Mar/85	1			10000
				Mar/85	1			7000
MARLEN UNIVEST INC.	Warren, Herbert H David Lisar Ltd Milner Warren Inc.	MARLEN UNIVEST INC	DS	Apr/85		341		103153
				Apr/85	1			8000
				Apr/85	1			97200
MARSHALL DRUMMOND MCCALL INC.	Hungerford, Roderick M. F. Mary Hungerford Agency	DRUMMOND MCCALL INC COM SER A	D	Mar/85		400		10400
				Mar/85	1			5000

INSIDER TRADING REPORTS

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MASSEY-FERGUSON LIMITED	Sullivan, Barry M.	SECURITIES	S	Mar/85	IR			---
MCDONALD'S CORPORATION	Nicpon, Stanely T.	MCDONALDS CORP	S	Aug/84 Sep/84	X V	1509 766		1533 2299
MCR CAPITAL INC.	Sutton Management Limited	MIRCAN IND LTD MIRCAN IND LTD CLASS A MIRCAN INDS LTD PREF SRS Y	B	Mar/85 Mar/85 Mar/85	E E E	2352893 7050 2359943		4705786 14100 2359943
MERCANTILE BANK OF CANADA, THE	Kiervin, Jack Orval Amended	MERCANTILE BK CDA	S	Mar/85		(624)		624
	Weindler, Heinz K. Amended		S	Dec/84		106		106
MERIDIAN TECHNOLOGIES INC.	Csathy, Thomas I.	MERIDIAN TECH INC	D	Apr/85	IR			1000
METALORE RESOURCES LIMITED	McVicar, John C. Indirect Holding	METALORE RES LTD	D	Feb/85 Jan/85			1000 1950	8500 ---
MIDLAND DOHERTY FINANCIAL CORPORATION	Lindsay, James RSP	MIDLAND DOHERTY FINL CORP	SI	Apr/85	I		600	1400
MIKES SUBMARINES INC.	Reim, William 129647 Canada Inc. 8881 Canada Limited William Reim Management Inc.	MIKES SUBMARINES INC	D	Apr/85 Apr/85 Apr/85	I I I	1000		20600 53000 142000
MOBIL CORPORATION	Lafontant, Jewel S. Warner, Rawleigh Jr. Trustee	MOBIL CORP	D	Dec/84		200		1300
			DS	Apr/85 Apr/85	G I		9989	116113 3200
MOFFAT COMMUNICATIONS LIMITED	Davis, W. A. Employee Stock Purchase Plan Tim Davis Todd Davis Tracy Davis	MOFFAT COMMUNICATIONS LTD	S	Apr/85 Apr/85 Apr/85 Apr/85	I I I I	50		13000 950 950 896
MOLSON COMPANIES LIMITED, THE	Barber, L. I.	MOLSON COS CL A	D	Apr/85		(125)		2688
	Barford, Ralph MacKenzie Valford Holdings		D	Apr/85	I	111		386
	Riley, J. Derek		D	Apr/85	T	275		1299
	Rivard, Gilbert Royal Trust		S	Dec/84 Dec/84		43 164		43 355
	Smith, Michael C.		DI	Jan/85 Jan/85 Mar/85 Mar/85		15 17	15	---
	Trimble, Eric C. Amended		DI	Dec/84 Dec/84		226	251	54
MONENCO LIMITED	Howard, Albert Warren	MONENCO LTD	D	Mar/85		229		15529
MONTREAL TRUSTCO INC.	Thorsteinson, Arni	MONTREAL TRUSTCO INC SR A	D	Mar/85		(100)		100
MOORE CORPORATION LIMITED	Barr, David Waddell	MOORE CORP LTD	DS	Apr/85 Apr/85	T V	720 66317		99476
	Crawford, Edward Hamon		D	Apr/85	V	5000		7500

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MOORE CORPORATION LIMITED (Continued)	Dougherty, Florence E.	MOORE CORP LTD	S	Apr/85	V	68		102
	Dunlop, Donald Stevenson Trustee		S	Apr/85 Apr/85	V V 1	25152 404		37728 606
	Farley, James Duncan		D	Apr/85 Apr/85	T V	2 234		351
	Goodrich, Maurice Keith		S	Apr/85 Apr/85	X V	200 450		675
	Heeney, Edwin Henry		D	Apr/85	V	400		600
	Light, Walter Frederick		DI	Apr/85 Apr/85	T V	2 220		330
	McConnachie, Peter		S	Jan/85 Apr/85	T V	3 320		480
	Muncaster, Joseph Dean		D	Apr/85	V	1000		1500
	Rayfield, Thomas E.		DISI	Apr/85	V	10		15
	Ritchie, Cedric Elmer		D	Apr/85		200		300
	Rumph, Lee C.		S	Apr/85	V	8000		12000
	Sinclair, Judson William		DS	Apr/85 Apr/85	T V	91 18119		27178
	Wilson, John L.		S	Apr/85	V	3876		5814
MORRISON PETROLEUMS LTD	Chad, Stanley J. RSP	MORRISON PETE LTD	D	Oct/84	1		300	49100
MOTHER'S RESTAURANTS LIMITED	PKG Investments Limited	MOTHER'S RESTAURANTS LTD MOTHER'S REST WT MOTHERS RESTAURANTS 1ST PREF	B	Apr/85 Apr/85 Apr/85			1297335 5000 13334	---
MUSCOCHO EXPLORATIONS LIMITED	Alain, Robert	MUSCOCHO EXPL LTD	S					---
NATIONAL BANK OF CANADA	Dumoulin, Jean	NATIONAL BANK OF CANADA	S	May/85	IR			100
	Lamontagne, Mary Schaefer		D	Mar/85	IR			324
NATIONAL RESOURCE EXPLORATIONS LTD.	Charpentier, Joseph Arthur	NATL RES EXPLS LTD	DS	Mar/85		109		1842
NATIONAL SEA PRODUCTS LIMITED	Read, David E.	NTL SEA PRODUCTS 2ND PREF	D	Mar/85			5000	241471
NATIONAL VICTORIA AND GREY TRUST COMPANY	Carlson, Donald Arthur	NTL VICTORIA & GREY TRUST	D	Mar/85	IR			100
NATIONAL VICTORIA AND GREY TRUSTCO LIMITED, THE	Carlson, Donald Arthur	NTL VICTORIA & GREY TRUSTCO	D	Apr/85	IR			217
	Raborn, Smiley Jr. Amended		D	Apr/85	IR			180
NELMA INFORMANTION INC	Naiman, Adam	NELMA INF INC	S	May/85				2598
NEWFUNDLAND LIGHT & POWER CO. LIMITED	Adams, George John	NFLD POWER LTD CLASS A	S	Apr/85		2000		7315
				Dec/84 Mar/85 Apr/85		33 7		
NICKEL OFFSETS LIMITED	McCarter, Peter N.	NICKEL OFFSETS LTD	D	Apr/85	IR		495	3000
								1

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NOMA INDUSTRIES LIMITED	Koehler, Rudolph Augustus Rudy Koehler Holdings Ltd. Trust	NOMA INDS LTD CL A	DS	Apr/85				200
				Apr/85	1		50000	226300
				Apr/85	1			16600
NORANDA INC.	Allan, William	NORANDA INC	S	Mar/85	T	(1500)		7762
				Apr/85		51		
	Barbour, Wilson J.		S	Apr/85		(2000)		10343
	Ivany, John W.		S	Apr/85	IR			2637
	Zimmerman, Adam Hartley Merman Holdings Ltd.		DS	Apr/85	T	193		29219
				Apr/85	1			22956
NORCEN ENERGY RESOURCES LIMITED	Sheeres, Timothy Gordon Savings and Investment Plan	NORCEN ENERGY RES LTD VTG	S	Apr/85			(2596)	---
				Apr/85	1			382
	Sheeres, Timothy Gordon Savings and Investment Plan	NORCEN ENERGY RES LTD NON-VTG	S	Apr/85			2596	---
				Apr/85	1			1066
NORTHUMBERLAND MINES LIMITED	McLean, Arthur Henry	NORTHUMBERLAND MINES LTD	D	Mar/85			3000	250186
NOVA, AN ALBERTA CORPORATION	Snyder, Robert B.	NOVA, ALBTA CORP CL A	S	Mar/85		517		7335
NUINSCO RESOURCES LIMITED	Hanna, Kenneth George	NUINSCO RES LTD	D	Apr/85	X	25000	5000	20000
				Apr/85				
O P I LTD.	Jones, Douglas S.	O P I LTD	DI	Apr/85		6200		6200
O'TOOLE'S FOOD CORPORATION	Gibson, Terry Nominee	O'TOOLE'S FOOD CORP	S	Feb/85	1		12000	151500
OLD CANADA INVESTMENT CORPORATION LIMITED	Pitt, Susan Elizabeth Amended RSP	OLD CANADA INVT CORP LTD	S	Mar/85	1		2000	2654
				Mar/85	1			748
OSHAWA GROUP LIMITED, THE	Wolfe, Ray D. Elizabeth Wolfe Investments Ltd Jonathan A. Wolfe Investments Ltd. Ray D. Wolfe Investments Ltd.	OSHAWA GROUP LTD CL A	DSB	Apr/85				177538
				Apr/85	M 1	65300		65500
				Apr/85	M 1	85500		65500
				Apr/85	M 1		131000	---
OSISKO LAKE MINES LIMITED	Koza, Jack	OSISKO LAKE MINES LTD	DS	Mar/85				50000
		OSISKO LAKE MINES LTD WARRANTS		Mar/85				50000
PACIFIC CASSIAR LIMITED	Hick, William B. M.	PACIFIC CASSIAR LTD CL B	D	Mar/85		700		60700
PACIFIC WESTERN AIRLINES CORPORATION	Granger, Donald F	PACIFIC WESTERN AIRLINES	S	Apr/85			(1000)	4550
PANGO GOLD MINES LIMITED	MacIsaac, Bernard	PANGO GOLD MINES LTD	D	Apr/85	IR			1
PANHANDLE EASTERN CORPORATION	Kurk, G. J.	PANHANDLE EASTERN CORP	S	Apr/85		4000		1120
PENNZOIL COMPANY	Coleman, George L. wife wife as Custodian	PENNZOIL CO	D	Apr/85		3000		128500
				Apr/85	1			7282
				Apr/85	1			434
PEOPLES JEWELLERS LIMITED	Gerstein, Bertrand Glencoe Investments Limited	PEOPLES JEWELLERS LTS WTS	DS	Mar/85	1	13700		116700

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PHILLIPS PETROLEUM COMPANY	Harris Jr., John E.	PHILLIPS PETE CO	S	Mar/85	E		107	90
		PHIL PETE CO FLOATING RATE		Mar/85	E	\$3103		\$3103
		PHIL PETE CO 13-7/8% SR. NOTE		Mar/85	E	\$1926		\$1926
		PHIL PETE CO 14-3/4% SUB DEB		Mar/85	E	\$1605		\$1605
	O'Tool, Joseph William	PHILLIPS PETE CO	S	Mar/85	E		553	463
		PHIL PETE CO FLOATING RATE		Mar/85	E	\$16037		\$16037
		PHIL PETE CO 13-7/8% SR. NOTE		Mar/85	E	\$9954		\$9954
		PHIL PETE CO 14-3/4% SUB DEB		Mar/85	E	\$8295		\$8295
	Rickards, Leonard M.	PHILLIPS PETE CO	S	Mar/85	E		153	127
		PHIL PETE CO FLOATING RATE		Mar/85	E	\$4437		\$4437
		PHIL PETE CO 13-7/8% SR. NOTE		Mar/85	E	\$2754		\$2754
		PHIL PETE CO 14-3/4% SUB DEB		Mar/85	E	\$2295		\$2295
	Tucker, Paul William	PHILLIPS PETE CO	S	Mar/85	E		1618	1352
		PHIL PETE CO FLOATING RATE		Mar/85	E	\$46922		\$46922
		PHIL PETE CO 13-7/8% SR. NOTE		Mar/85	E	\$29124		\$29124
		PHIL PETE CO 14-3/4% SUB DEB		Mar/85	E	\$24270		\$24270
PINTO MALARTIC GOLD MINES LIMITED	Bohme, David	PINTO MALARTIC GOLD MINES LTD	D	Apr/85	IR			1
PLACE GAS & OIL COMPANY LIMITED	MacIsaac, Bernard		D	Apr/85	IR			1
	McCartier, Peter N.		D	Apr/85	IR			1
	Butler, Reginald Michael		D	Apr/85	IR			1
		PLACE GAS & OIL LTD	DS					
PLACER DEVELOPMENT LIMITED	McConville, John Mitchell	PLACER DEV LTD	S	Mar/85	X	600		1709
PLEXUS RESOURCES CORPORATION	Employee Stock Purchase Plan			Mar/85		31	(330)	9804
				Apr/85		55	(250)	1029
	Ditto, Arthur H.	PLEXUS RES CORP	DS	Mar/85			2000	368200
	Dunkley, Lyle Francis	POCO PETE LTD	S	Mar/85		6061		30255
POCO PETROLEUMS LTD	Kurceba, Peter J.		S	Mar/85		6061	(15823)	61
POLYCOM SYSTEMS LIMITED	Stewart, Craig W.		S	Mar/85		6061		28955
	Francescut, Aramis L.	POLYCOM SYSTEMS LTD	S	Mar/85			1000	12400
	Boyden, Raymond B.	POMAC MINES LTD		Feb/85		26500		
				Feb/85		4000	26500	
POWER CORPORATION OF CANADA	Burns, James William James W. Burns Investments Inc.	POWER CORP CDA	DS	Mar/85			4000	8000
PRADO EXPLORATIONS LIMITED	MacIsaac, Bernard	PRADO EXPLS LTD	D	Apr/85	IR		26000	10002
PREMIUM EQUITY CORPORATION	Fields, Rance W.	PREMIUM EQUITY CORP	D	Mar/85	IR			90830
PROVIGO INC.	Lumsden, William G.	PROVIGO INC	DI	Apr/85			1000	30000
QUAKER OATS COMPANY, THE	Nogle, David R.	QUAKER OATS CO	S	Apr/85	X	1880		500
QUARTZ CRYSTALS MINES LTD.	Stelk, Russell C.	QUARTZ CRYSTALS MINES LTD	DSB	Apr/85			2000	2696
QUEBEC TELEPHONE	Belzile, Herve	QUEBEC TEL	D	Apr/85		8		295744
	Bouchard, Ghislain		S	Apr/85	T	31		482
				Apr/85				1732

INSIDER TRADING REPORTS

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
QUEBEC-TELEPHONE (Continued)	Duchense, Robert	QUEBEC TEL	S	Apr/85	T	6		304
	Laroche, Gilles		S	Feb/85 Apr/85	T	25	75	1330
	Panet-Raymond, Bernard		S	Apr/85		15		872
	Sirois, Raymond		DS	Apr/85	T	196		10719
QUINTEKO RESOURCES LTD	Soucy, Simon		S	Apr/85	T	76		4138
	Blusson, Stewart L.	QUINTEKO RES. LTD.	D	Mar/85			10000	139000
	MacLean, David R. *	RAILHEAD RES INC	B	Mar/85	1	4400		103144
	463754 Ontario Inc.							
RAYROCK RESOURCES LIMITED	Chad, Stanley J.	RAYROCK RES LTD	D	Jan/85		700		18700
	Whelan, William J. RSP		D	Apr/85	IR1			1000
	Ades, David Samuel D. Ades Mgmt. Co. RSP	REALCAP HOLDINGS LTD CL A	DS	Apr/85 Apr/85	1 1	1900		263984 17535
	Ades, Ralph M.		S	Apr/85		1000		7380
REALCAP HOLDINGS LIMITED	Tate & Lyle Public Limited Company	REDPATH INDS LTD	B					
	Tate & Lyle Holdings Ltd.							
	Deitcher, Jonathan	RENAISSANCE ENERGY LTD	D	Mar/85	V 1	4701038		7051557
	Fierheller, George Alfred	ROGERS CABLE SYSTEMS INC CL B	DS	Mar/85		15003		79274
ROGERS CABLESYSTEMS INC.	Mackenzie, Colin G.	ROYAL BK CDA	S	Feb/85 Mar/85		18	2000 (600)	36000 494
	Regan, Michael Joseph wife		S	Feb/85 Apr/85 Apr/85		44 2000		14652 1000
	Boers, Frank J.	ROYAL TRUSTCO LTD CLASS A	S	Mar/85		6000		6000
	Dittburner, Murray H. Share Option Plan Share Purchase Plan		S	Mar/85 Mar/85 Mar/85	1 1	6000		260 4000 6000
ROYAL TRUSTCO LIMITED	Jeffery, Gordon D.		S	Apr/85 Apr/85 Apr/85	IR IR		(2080)	2000 --- 3000
	Murphy, Neil W.	ROYAL TRUSTCO 11.75% RET PR C	S	Apr/85 Apr/85	X	2000	2000	2000 ---
	Riel, Maurice	ROYAL TRUSTCO LTD	D	Mar/85		(300)		5166
	Starita, Paul F.	SECURITIES	S	Apr/85	IR			---
S. I. S. EXPLORATION CORPORATION	Melnick, Larry	S I S EXPL CORP	D	Apr/85	IR			12000
	Ross, Gerald N.	SASKO OIL & GAS LTD CL B	DS	Mar/85			30000	1967892
	Barford, Ralph MacKenzie	SCARBORO RES LTD	S	Apr/85 Apr/85	F F	775 775		6975 775
	Mackenzie, Angus Alexander	SCARBORO RES LTD WTS	D	Apr/85		75173		75173

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SCARBORO RESOURCES LIMITED (Continued)	Makison, Michael J.	SCARBORO RES LTD	S	Apr/85	F	2668		3668
		SCARBORO RES LTD WTS		Apr/85	F	2668		2668
	McBean, Robert P. RRSP	SCARBORO RES LTD	DS	Apr/85	F	113535		451368
				Apr/85	I			11000
	McBean, Robert P.	SCARBORO RES LTD WTS	DS	Apr/85	F	113535		196035
	Palmer, James Simpson		D	Apr/85		16112		43612
SCEPTRE RESOURCES LIMITED	Hyraillies, Jean-Marie	SCEPTRE RES LTD	SI	Mar/85				6700
		SCEPTRE RES LTD OPTION		Mar/85		3000		6000
SENLAC RESOURCES INC.	Gaudet, Venard J. Amended	SENLAC RES INC	D	Mar/85		5000		5000
	M. Noreen Gaudet			Mar/85	I			25000
SIENNA RESOURCES LIMITED	Davey, John Craig Arroyo Exploration Ltd. Spouse	SIENNA RES LTD	S	Apr/85		1500		33500
				Apr/85	I			3000
				Apr/85	I			6200
SONOR INVESTMENTS LIMITED	Hodgson, Patrick W. E.	SECURITIES	D	Apr/85	IR			---
SOUTHAM INC.	Ferguson, John Thomas Retirement Savings Plan	SOUTHAM INC	D	Feb/85	IR			400
				Feb/85	IRI			100
STANDARD OIL COMPANY (INDIANA)	Saathoff, Frederick John	STANDARD OIL CO IND	S	Apr/85	X	1400		2475
STANDARD TRUSTCO LIMITED	Kates, Paul A. Deferred Profit Sharing Plan	STANDARD TRUSTCO LTD	D	Apr/85		44		1964
	Perkins, Joseph A.			Apr/85	I	23		1034
STANFORD RESOURCES LIMITED	Shapero, Edward Leon	STANFORD RES LTD	D	Apr/85	T	67		2950
SUMACH RESOURCES INC.	McDonald, John W.	SUMACH RES. INC.	D	Apr/85			11500	38725
SUSSEX EXPLORATIONS LTD.	Bowdidge, Colin R. Column Holding Corp.	SUSSEX EXPL LTD	S	Mar/85			6000	136000
		SUSSEX EXPL LTD PREF	B	Apr/85	IR			I
		SUSSEX EXPL LTD	D	Apr/85	IR			300000
	Hough, Atwell J.			Apr/85	IR			500000
	Iscove, Gerald		D	Apr/85	IR			I
	Klyman, Milton		D	Apr/85	IR			I
	Munger, Fred		DS	Apr/85	IR			I
	Munro, Alan		D	Apr/85	IR			I
T. G. BRIGHT & CO. LIMITED	Panet-Raymond, Bernard	T G BRIGHT & CO LTD	D	Apr/85	IR			I
TECK CORPORATION	Keevil, Harold B.	TECK CORP CL A	DI	Apr/85	IR			100
				Feb/85		300		15000
				Mar/85				600
TECO MINES AND OILS LTD.	Clark, Gavin	SECURITIES	DS	Apr/85	IR			---
TECSYN INTERNATIONAL INC.	Cyr, Joseph Victor Raymond	SECURITIES	DI	Apr/85	IR			---
	Koonce, Kenneth T.		DI	Apr/85	IR			---
TEESHIN RESOURCES LTD	Brewster, Norman E.	TEESHIN RES LTD OPTION	D	Mar/85		50000		50000
	Ostensoe, Leif	TEESHIN RESOURCES LTD	D	Mar/85		10000		30000

INSIDER TRADING REPORTS

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TEESHIN RESOURCES LTD (Continued)	Ostensoe, Leif	TEESHIN RES LTD OPTION	D	Mar/85		50000		50000
TELE-METROPOLE INC.	Belanger, Gaston W.	TELE-METROPOLE CLASS B NON-VTG	DS	Apr/85			2500	970
	Trudeau, Robert	TELE METROPOLE INC CL B	DS	Apr/85			2500	3108
TERRA MINES LTD.	Kocken, Wilhelmus Inlet Metal	TERRA MINES LTD	D	Apr/85		75000	44900	482029
	J. Kocken			Apr/85	1		56000	707947
	N. Kocken			Apr/85	1			5543
	Nobito			Apr/85	1		10500	36852
				Apr/85	1			1215
TEXAS EASTERN CORPORATION	Conaway, J. M. Held by Children Stock Purchase Plan	TEXAS EASTERN CORP		Mar/85		19		551
				Mar/85	1	1		100
				Mar/85	1			116
THOMSON NEWSPAPERS LIMITED	Seymour, Robert E. DRIP		D	Mar/85		9		400
	Thompson Newspapers Limited	THOMPSON NEWSPAPER CLASS A		Mar/85		6600	6600	---
		THOMSON NEWSPAPERS PFD 6.75%		Mar/85	R	760	760	---
	Weeks, Paul E.	THOMPSON NEWSPAPER CLASS A	S	Apr/85		202		250
TOROMONT INDUSTRIES LTD.	GBC Capital Ltd.	TOROMONT INDS LTD	B	Apr/85			61000	550000
TORSTAR CORPORATION	Butler, Robert J.	SECURITIES	D	Apr/85	IR			---
	Executors of the Estate of Joseph S. Atkinson Starson Investment Limited	TORSTAR CORP CL B	B	Apr/85				67914
TRADERS GROUP LIMITED	Bassel, John Peter PMSM Investments Ltd.	TRADERS GROUP LTD CL A	D	Apr/85	1	523 238	46000	1089524
	Gerstein, Irving R.		D	Mar/85	E		316	---
	Marchmont, Alan Roy		DS	Apr/85	E	5	5	1027
				Apr/85	T			---
TRANS QUEBEC & MARITIMES PIPELINE INC.	Nova, An Alberta Corporation	TRANS QUEBEC & MARITIMES INC	B	Apr/85	IR			100
	TransCanada Pipelines		B	Apr/85	IR			100
TRI POWER PETROLEUM CORPORATION	Ismond, Wesely G.	TRI POWER PETE CORP	D	Apr/85		1000		91000
TRILLIUM TELEPHONE SYSTEMS INC	Betsalel, Harvey	TRILLIUM TELEPHONE SYS INC	S	Apr/85		200		700
	Neathway, Graham A. Wife	TRILLIUM TELEPHONE SPECIAL	S	Feb/85		7000		2000
				Feb/85	1			9000
TRILOGY RESOURCES CORPORATION	Teck Corporation	TRILOGY RES CORP PFD 2ND SRS	B	Mar/85		58600		6089610
TRIMAC LIMITED	Pallister, Alfred Ernest	TRIMAC LTD		Apr/85			2000	---
TRU-WALL GROUP LIMITED	Ursini, Leonard A. Leonard Ursini Investments Limited	TRU WALL GROUP LTD	DS	Apr/85				24539
	Ursini Bros. Limited			Apr/85	1	600		63800
				Apr/85	1			89484
TUNDRA GOLD MINES LIMITED	Applegath, Albert W.	TUNDRA GOLD MINES LTD	DSB	Mar/85		577038		

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TUNDRA GOLD MINES LIMITED (Continued)	Applegath, Albert W	TUNDRA GOLD MINES LTD	DSB	Mar/85			25000	2151571
ULSTER PETROLEUMS LTD.	Ulster Petroleums Ltd.	ULSTER PETES LTD		Apr/85		28300		---
UNICORP CANADA CORPORATION	Leech, James William RRSP	UNICORP CDA CORP CL A	DS	Apr/85	R			21418
	Leech, James William RRSP	UNICORP CDN CORP CL 11 SER A	DS	Apr/85	1	200		200
UNICORP RESOURCES LTD.	Mann, George S. Unicorp Canada Corporation	UNICORP RES LTD CL A	DB	Apr/85	1	200		7503
	Mann, George S. Unicorp Canada Corporation	UNICORP RES LTD CL B	DB	Apr/85		52800		1000
UNION ENTERPRISES LTD.	Barford, Ralph MacKenzie Valford Holdings	UNION ENTERPRISES LTD	D	Apr/85	T 1	9700		17793
	Mahoney, Joseph Edwin			May/85	1	1851		9982515
	Employee Share Ownership Plan			Jan/85	M	2112	9200	17793
	R. Howard Webster and Family		B	Feb/85	1	61	2112	9686820
	Candace Investments Ltd.			Feb/85	1	90		56828
	Vulcan Assets (Dominion) Limited			Mar/85	IR1			4500
	Imperial Trust Company	UNION ENTERPRISES 8% PREF		Mar/85	IR1			10800
	Newsco Investments Limited			Mar/85	IR1			3148387
UNITED FINANCIAL MANAGEMENT LTD.	Exco Corporation Limited	UNITED FINL MGMT LTD	B	Mar/85				3148387
UNITED KENO HILL MINES LIMITED	Krane, James D	SECURITIES	D	Apr/85		250		1195255
UNITED SISCOE MINES INC.	Gibson, Douglas F.	UNITED SISCOE MINES INC	D	Apr/85	IR			---
VICTORIA WOOD DEVELOPMENT CORPORATION INC.	Victoria Wood Development Corporation Inc.	VICTORIA WOOD DEVE 11 1/4% DEB	D	Feb/85			5000	---
VTL VENTURE EQUITIES LTD.	Litwin, F.A. Lambda Mercantile Corporation	V T L VENTURE EQUITIES LTD	B	Apr/85	R	\$10000	\$10000	---
WABIGOON RESOURCES LIMITED	Ryder, John A.	WABIGOON RES LTD	D	Apr/85	1		25000	910026
WADDY LAKE RESOURCES INC.	Zimmerman, James Robert Lone Investments Ltd	WADDY LAKE RES INC	DS	Mar/85		40000		1160406
WALWYN INC	Beatty, Ross J.	WALWYN INC	SI	Mar/85			1909	550000
	Fanning, James A.		DIS	Mar/85				30000
WARDAIR INTERNATIONAL LTD.	Kingston, Timothy W.		SI	Mar/85		521		73819
	Curley, George D	WARDAIR INTL LTD	DS	Apr/85	IR	604		1232
				Apr/85				7431
				Apr/85				3425
				Apr/85				10000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
WARDAIR INTERNATIONAL LTD (Continued)	Curley, George D.	WARDAIR INTL LTD	DS	Apr/85			5000	5000
WARRINGTON INC.	Borts, Harold N.	WARRINGTON PRODS LTD	D	Apr/85		29500		35000
WHONNOCK INDUSTRIES LIMITED	Friesen, Gerald J. RRSP	WHONNOCK IND LTD	S	Apr/85	1	500		2720
	Neil, Ronald William RRSP		S	Mar/85 Mar/85	1	1000		1000 665
WOODWARD'S LIMITED	Forbes, William Gooderham	WOODWARD STORES LTD	S	Apr/85			635	15182
YELLOWKNIFE BEAR RESOURCES INC	Estin, Hans Howard	YELLOWKNIFE BEAR RES INC	D	Apr/85			34800	20010

REPORT UNDER SECTION 113 OF THE ACT

MANAGEMENT COMPANY	SELLER	DATE OF TRANSACTION	NATURE OF TRANSACTION
MD MANAGEMENT LIMITED	CMA Investment Fund	Jan 31/85	121 Units
"	CMA Short-Term Deposit Fund	Jan 31/85	107 Units
MIDLAND DOHERTY LTD.	Bow Valley Resources Services	Apr/85	15,000 Common Shares
"	"	Apr/85	6,900 Common Shares
"	"	Apr/85	4,800 Common Shares
"	Resources of Canada Fund	Apr/85	36,000 Common Shares
"	"	Apr/85	45,750 Common Shares
"	"	Apr/85	1,000 Common Shares
"	"	Apr/85	96,250 Common Shares
"	"	Apr/85	81,750 Common Shares
"	"	Apr/85	1,475 Common Shares
"	Rio Algom	Apr/85	178,500 Common Shares

CHAPTER 8
NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Apr. 29, 1985	601004 Ontario Inc.	600135 ONTARIO LIMITED RESEARCH DEBENTURES	500,000	One
"	601010 Ontario Inc.	"	650,000	One
"	601334 Ontario Inc.	"	600,000	One
"	601335 Ontario Inc.	"	700,000	One
"	601336 Ontario Inc.	"	500,000	One
"	GOEO Family Holdings Ltd.	"	850,000	One
"	JAMA Family Holdings Ltd.	"	700,000	One
"	LRJ Omstead Family Holdings Limited	"	2,000,000	One
Apr. 25, 1985	Canada Life Assurance Company, The	ALTAMIRA CAPITAL CORP CLASS A SHARES	12,500	1,250 share(s)
"	Canada Trust Company, The Account 09-105387-1	"	25,000	2,500 share(s)
Apr. 25, 1985	Canada Life Assurance Company, The	ALTAMIRA CAPITAL CORP PREFERRED SHARES	487,500	48,750 share(s)
"	Canada Trust Company, The Account 09-105387-1	"	975,000	97,500 share(s)
Apr. 19, 1985	University of King's College Carnegie Endowment Fund	B. T. POOLED BOND FUND - UNITS	1,000,007	9,261 unit(s)
"	University of King's College Consolidated Endowment Fund	"	1,324,406	12,265 unit(s)
"	University of King's College L. Brown Fund	"	101,773	942 unit(s)
Feb. 21, 1985	CMP 1985 Mineral Partnership and Company, Limited	CAMPBELL RESOURCES INC. COMMON SHARES	2,000,000	333,333 share(s)
Apr. 30, 1985	London Life Insurance Company	CANADA SAFEWAY LIMITED 11 1/2% DEBENTURE	25,000,000	One
Apr. 10, 1985	Helix Investments Ltd.	CANADIAN RIG LTD. - UNITS	270,000	9 unit(s)
"	TCPL Resources Ltd.	"	"	9 "
Apr. 26, 1985	Bloom, Eddy	#CENTOR CAPITAL PROPERTIES LIMITED PARTNERSHIP - UNITS	10,000	10 unit(s)
"	Dutton, C. Sidney	"	"	10 "
"	Faclier, Gil	"	"	10 "
"	Farber, Darcy	"	"	10 "
"	Genio, John L. Del	"	"	10 "
"	Grundleger, Robert	"	"	10 "

Offering Memorandum

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Apr. 26, 1985	Kert, Daniel	#CENTOR CAPITAL PROPERTIES LIMITED PARTNERSHIP - UNITS	10,000	10 unit(s)
"	Kert, Roey B.	" "	"	10 "
"	Kucey, Charles G.	" "	"	10 "
"	Loszak, Karl G.	" "	"	10 "
"	Lowenstein, David	" "	20,000	20 unit(s)
"	Moffs, Antony M.	" "	10,000	10 unit(s)
"	Murphy, Edward	" "	"	10 "
"	Pearsall, Cecile	" "	"	10 "
"	Phillips, Joan	" "	"	10 "
"	Routenberg, Mark	" "	"	10 "
"	Shek, William	" "	"	10 "
"	Stein, Alvin	" "	"	10 "
"	Storfer, Irving	" "	20,000	20 unit(s)
"	Temkin, Seymour	" "	"	20 "
"	Williams, John F. R.	" "	10,000	10 unit(s)
Apr. 24, 1985	Gonzales, Thomas T.	CONESTOGA BRIDGE CAPITAL CORP. CLASS T SPECIAL SHARES	100,000	100 share(s)
May. 03, 1985	Warren Cohen and Ann Silber-Cohen Family Trust, The	COUNSEL TRUSTCO CORPORATION UNITS	100,000	1 unit(s)
Mar. 05, 1985	Matthews, Jonathan	DATAVISION INC. - 10% NOTES	50,000	\$50,000
"	McKinnon, Ian	" "	100,000	\$100,000
Apr. 15, 1985	Royal Bank of Canada, The	DRUMMOND PETROLEUM LTD. FIRST PREFERRED, SERIES A	827,460	41,373 share(s)
Apr. 22, 1985	Balaban, Charles	GLOBAL SHELTER LTD - UNITS	1,250	5,000 unit(s)
"	Boru, Michael	" "	10,500	42.00
"	Chan, Arthur	" "	1,250	5,000 unit(s)
"	Chapnick, Jane M.	" "	5,000	20,000 unit(s)
"	Doran, Brian	" "	3,000	12,000 unit(s)
"	Ho, Audrey	" "	2,500	10,000 unit(s)
"	Hyland, James	" "	"	10,000 "
"	Pearson, Gail E.	" "	"	10,000 "
"	Pearson, Gerald	" "	5,000	20,000 unit(s)

Offering Memorandum

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Apr. 22, 1985	Richard, Gerry	GLOBAL SHELTER LTD - UNITS	7,000	28,000 unit(s)
"	Swaisland, Myrtle	"	1,000	1,000 shares
"	Thornicroft, Marion	"	5,500	22,000 unit(s)
"	Webster, C. W.	"	3,000	12,000 unit(s)
Apr. 22, 1985	Swaisland, Myrtle	GLOBAL SHELTER LTD. - UNITS	1,000	4,000 unit(s)
Apr. 15, 1985	Anderson, Allen B.	JONPOL EXPLORATIONS LIMITED UNITS	5,000	2 unit(s)
"	Bell, Marnie	"	"	2 "
"	Bell, Orval S.	"	"	2 "
"	Cavanagh, Richard E.	"	10,000	4 unit(s)
"	Comi, Angelo P.	"	5,000	2 unit(s)
"	Cooper, Murray W.	"	10,000	4 unit(s)
"	Cooper, Murray W/Cooper, Richard A.	"	5,000	2 unit(s)
"	Crath, Paul F.	"	"	2 "
"	Dobruskin, Evelyn	"	"	2 "
"	Edwardh, Grant	"	"	2 "
"	Elliott, Ross	"	"	2 "
"	Fancy, Gordon W.	"	"	2 "
"	Farrell, Daniel T.	"	"	2 "
"	Gluckstein, Bernard	"	10,000	4 unit(s)
"	Green, Alan	"	"	4 "
"	Grill, Norman	"	5,000	2 unit(s)
"	Gunn, Ronald A.	"	25,000	10 unit(s)
"	Heale, Ronald B.	"	30,000	12 unit(s)
"	Henderson, Fred W.	"	5,000	2 unit(s)
"	Joynt, Carman M.	"	"	2 "
"	Joynt, John W.	"	10,000	4 unit(s)
"	Krakowski, Morise	"	5,000	2 unit(s)
"	Lachance, Thomas N.	"	30,000	12 unit(s)
"	Mecklinger, Marvin	"	5,000	2 unit(s)
"	Mitchell, Charles B.	"	"	2 "

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Apr. 15, 1985	Neinstein, Gary	JONPOL EXPLORATIONS LIMITED UNITS	10,000	4 unit(s)
"	Perron, Alexander H.	"	5,000	2 unit(s)
"	Perron, Dorothy G.	"	"	2 "
"	Perron, John E.	"	"	2 "
"	Pollock, Barbara C.	"	"	2 "
"	Pollock, John A.	"	20,000	8 unit(s)
"	Riva, Harry	"	5,000	2 unit(s)
"	Shumak, Kenneth H.	"	"	2 "
"	Starkman, Morris H.	"	"	2 "
"	walsh, Kilian B.	"	10,000	4 unit(s)
"	Zitsow, Bernard	"	5,000	2 unit(s)
Apr. 23, 1985	BGR Precious Metals Inc.	PEGASUS GOLD INC. COMMON SHARES	518,750	50,000 share(s)
"	Canadian Allied Manufacturers Wholesale and Retail Union Pension Trust Fund	"	103,750	10,000 share(s)
"	Credit Agricole (CNCA)	"	518,750	50,000 share(s)
"	Ensign Insurance Services	"	103,750	10,000 share(s)
"	Goldcorp Investments Limited	"	1,120,500	108,000 share(s)
"	Goldfund Ltd.	"	342,375	33,000 share(s)
"	Goldtrust	"	508,375	49,000 share(s)
"	Guardian Morton Shulman Precious Metals Inc	"	1,037,500	100,000 share(s)
"	M T Associates Pensions	"	2,075,000	200,000 share(s)
"	Prudential Insurance Company of America	"	451,000	40,000 share(s)
"	Union Bank of Switzerland	"	259,375	25,000 share(s)
Apr. 19, 1985	139913 Canada Inc.	RPM-85 PRODUCTION AND DEVELOPMENT PROGRAM - UNITS	100,000	1 unit(s)
"	139914 Canada Inc.	"	"	1 "
"	140455 Canada Inc	"	"	1 "
"	140492 Canada Inc.	"	"	1 "
"	140826 Canada Inc.	"	"	1 "

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Apr. 19, 1985	140961 Canada Inc.	RPM-85 PRODUCTION AND DEVELOPMENT PROGRAM - UNITS	100,000	1 unit(s)
"	141108 Canada Inc.	"	"	1 "
"	141356 Canada Inc.	"	150,000	1 1/2 unit(s)
"	Old York Investments Inc.	"	"	1 1/2 "
"	RKK Holdings Inc.	"	200,000	2 unit(s)
"	Tanat Limited	"	100,000	1 unit(s)
"	Val Investments Corp.	"	"	1 "
Apr. 26, 1985	Dylex Limited	STRATHEARN HOUSE GROUP LIMITED - CLASS A NON-VOTING SHARES	950,000	1,900,000 share(s)
Apr. 24, 1985	La Caisse centrale Desjardins du Quebec	TRADERS GROUP LIMITED SENIOR SECURED NOTE FLOATING RATE DUE SEPTEMBER 30, 1986	3,500,000	\$3,500,000
May. 29, 1985	Burns, Marguerite	WINE CANADA LIMITED COMMON SHARES	16	16 share(s)
Apr. 29, 1985	Goyette, Paul	"	16	16 share(s)
"	Hyman, Gerry	"	"	16 "
Apr. 26, 1985	Price, Maurice	"	16	16 share(s)
"	Stuart, Howard	"	160	160 share(s)
"	Taylor, J. Robert	"	16	16 share(s)
May. 02, 1985	Burns, Marguerite	WINE CANADA LIMITED PREFERENCE SHARES	9,984	16 share(s)
Apr. 29, 1985	Goyette, Paul	"	9,984	16 share(s)
Apr. 29, 1984	Hyman, Gerry	"	9,984	16 share(s)
Apr. 26, 1985	Price, Maurice	"	9,984	16 share(s)
"	Stuart, Howard	"	99,840	160 share(s)
"	Taylor, J. Robert	"	9,984	16 share(s)

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE (\$)	AMOUNT
Apr. 16, 1985	Dec. 31, 1982	United Directional Drilling Ltd.	COMPUTALOG GEARHART LTD. COMMON SHARES	46,000	2,000 share(s)
Apr. 17, 1985	"	"	"	182,000	8,000 "
Apr. 18, 1985	"	"	"	227,500	10,000 "
Apr. 30, 1985	Aug. 04, 1983	Mutual Life Assurance Company of Canada, The	CONWEST EXPLORATIONS CO. LTD. CLASS B SHARES	145,050	13,400 share(s)
May. 02, 1985	"	"	"	1,506,075	140,100 "
Apr. 02, 1985	Mar. 10, 1983	Trident Resources Inc.	SCINTILORE EXPLORATIONS LIMITED - COMMON SHARES	1,940	2,000 share(s)
Apr. 03, 1985	"	"	"	960	1,000 "
"	"	"	"	4,750	5,000 "
Apr. 08, 1985	"	"	"	2,700	2,700 "
Apr. 09, 1985	"	"	"	3,000	3,000 "
Apr. 10, 1985	"	"	"	1,000	1,000 "
"	"	"	"	2,450	2,500 "
"	"	"	"	4,750	5,000 "
"	"	"	"	4,850	5,000 "
Apr. 11, 1985	"	"	"	3,325	3,500 "
Apr. 12, 1985	"	"	"	3,800	4,000 "
"	"	"	"	4,600	5,000 "
Apr. 15, 1985	"	"	"	1,410	1,500 "
"	"	"	"	1,900	2,000 "
"	"	"	"	4,500	5,000 "
Apr. 16, 1985	"	"	"	4,550	5,000 "
"	"	"	"	6,300	7,000 "
Apr. 17, 1985	"	"	"	6,300	7,000 "
Apr. 18, 1985	"	"	"	1,820	2,000 "
"	"	"	"	11,250	12,500 "
Apr. 22, 1985	"	"	"	4,500	5,000 "
Apr. 23, 1985	"	"	"	1,800	2,000 "
"	"	"	"	9,345	10,500 "

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

SELLER	SECURITY	AMOUNT
PKG Investments Limited	MOTHER'S RESTUARANTS LIMITED - COMMON SHARES PURCHASE WARRANTS	5,000
Pyke, Murray W.	COMAPLEX RESOURCES INTERNATIONAL LTD. COMMON SHARES	20,000 share(s)
PKG Investments Limited	MOTHER'S RESTUARANTS LIMITED - COMMON SHARES	1,297,335 "
PKG Investments Limited	MOTHER'S RESTUARANTS LIMITED - SERIES A FIRST PREFERENCE SHARES	13,334 "

CHAPTER 9

TAKE-OVER BIDS, ISSUER BIDS

9.1 TAKE-OVER BIDS, ISSUER BIDS

TAKE-OVER BIDS, ISSUER BIDS

CSR HOLDINGS INC. *
(OFFEROR)

CANADIAN SOUTHERN RAILWAY COMPANY (THE)
(OFFEREE)

HUDSON BAY MINING AND SMELTING CO., LTD. *#
(OFFEROR)

MIDCON OIL & GAS LTD.
(OFFEREE)

HUDSON BAY MINING AND SMELTING CO., LTD. *#
(OFFEROR)

YELLOWKNIFE BEAR RESOURCES INC.
(OFFEREE)

INTERLAKE DEVELOPMENT CORP. #
(OFFEROR)

BEAVERHEAD RESOURCES LTD.
(OFFEREE)

ROBIN ACQUISITION CORP. *
(OFFEROR)

UNIROYAL, INC.
(OFFEREE)

SCOTTS HOSPITALITY INC. *
(OFFEROR)

BLACK PHOTO CORPORATION LIMITED
(OFFEREE)

NOTICE OF INTENTION - FORM 35

BELLSOUTH CORPORATION

NOTICE OF INTENTION - FORM 35 - AMENDED

CAMPEAU CORPORATION

NOTICE OF INTENTION - FORM 35

D.H. HOWDEN & CO. LIMITED

* Cash Offer
Share Exchange

CHAPTER 10
CONTINUOUS DISCLOSURE FILINGS

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
A.E. LEPAGE CAPITAL PROPERTIES	PRESS RELEASE
A.H.A. AUTOMOTIVE TECHNOLOGIES	PRESS RELEASE
ACCESS BANKING NETWORK INC.	PRESS RELEASE
ACCESS BANKING NETWORK INC.	SHRHLDRS. MTNG. MAT.
ACCESS BANKING NETWORK INC.	PRIVATE PLACEMENTS
ACKLANDS LTD.	PRIVATE PLACEMENTS
AGENCY	REVENUE STATEMENT, P
AGF OPTION EQUITY FUND	ANNUAL REPORT
AGF OPTION EQUITY FUND	REINVESTMENT OF DIVI
AGF PREFERRED INCOME FUND	ANNUAL REPORT
AGF PREFERRED INCOME FUND	REINVESTMENT OF DIVI
AGRA INDUSTRIES LIMITED	STOCK OPTION PLAN
AHL GROUP LIMITED, THE	ANNUAL REPORT
AHL GROUP LIMITED, THE	SHRHLDRS. MTNG. MAT.
ALBANY COURT APARTMENTS INC.	SIGNED FINANCIAL STA
ALBERTA ENERGY COMPANY LTD.	PRESS RELEASE
ALBERTA ENERGY COMPANY LTD.	PRELIM. PROSPECTUS
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	ANNUAL INFO. FORM
ALGOMA STEEL CORPORATION LIMITED	PRESS RELEASE
ALGOMA STEEL CORPORATION LIMITED	PRESS RELEASE
ALL-CANADIAN NORTHERN ENERGY FUND	ANNUAL REPORT
ALL-CANADIAN REVENUE GROWTH FUND	ANNUAL REPORT
ALTAMIRA CAPITAL CORP.	PRIVATE PLACEMENTS
ALUMINUM COMPANY OF CANADA LTD.	PRESS RELEASE
ALUMINUM COMPANY OF CANADA LTD.	PRESS RELEASE
ALUMINUM COMPANY OF CANADA LTD.	PRELIM. PROSPECTUS
AMAX INC.	FORM 8-K
AMCA INTERNATIONAL LIMITED	PRESS RELEASE
AMCA INTERNATIONAL LIMITED	PRESS RELEASE
AMCA INTERNATIONAL LIMITED	PRESS RELEASE
AMCA INTERNATIONAL LIMITED	PRESS RELEASE
AMCA INTERNATIONAL LIMITED	PRESS RELEASE
AMERICAN LEDUC PETROLEUMS LIMITED	IFS 6 MN FE 28 85
AMERICAN OAKWOOD ENERGY LTD.	PRESS RELEASE
ANGLO UNITED DEVELOPMENT CORPORATION	CERTIF. OF MAILING
AQUITAINE SHORES APARTMENT PROJECT -	SHRHLDRS. MTNG. MAT.
ARGUS CORPORATION LIMITED	ANNUAL REPORT
ARGUS CORPORATION LIMITED	LET. TO SHAREHOLDERS
ARGUS CORPORATION LIMITED	SHRHLDRS. MTNG. MAT.
ARGUS CORPORATION LIMITED	CERTIF. OF MAILING
ASAMERA INC.	PRESS RELEASE
ASAMERA INC.	PRESS RELEASE
ASAMERA INC.	PRESS RELEASE
ASTROTECH INTERNATIONAL CORPORATION	AMENDMENT TO PRO.
ATLANTIC SHOPPING CENTRES LTD.	T.S.E. MATERIAL

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ISSUER	TITLE
ATLAS YELLOWKNIFE RESOURCES LIMITED	T.S.E. MATERIAL
AUBREY ESTATES LIMITED PARTNERSHIP	SIGNED FINANCIAL STA
AUBREY ESTATES LIMITED PARTNERSHIP	AMENDED SCHEDULE OF
AUGUSTA GROVE ESTATES LIMITED	SIGNED FINANCIAL STA
AURUN MINES LTD.	PRESS RELEASE
B.T. SPECIAL EQUITY FUND	PRIVATE PLACEMENTS
BANISTER CONTINENTAL LTD.	ANNUAL REPORT
BANISTER CONTINENTAL LTD.	SHRHLDRS. MTNG. MAT.
BANK OF BRITISH COLUMBIA	PRESS RELEASE
BANK OF MONTREAL	PRESS RELEASE
BANK OF MONTREAL	PRESS RELEASE
BANK OF MONTREAL	PRESS RELEASE
BANK OF NOVA SCOTIA	PRESS RELEASE
BANK OF NOVA SCOTIA	PRESS RELEASE
BANK OF NOVA SCOTIA	PRESS RELEASE
BARRICK-CULLATON GOLD TRUST, THE	PRELIM. PROSPECTUS
BARRINGTON PETROLEUM LTD.	APPLICATION
BARRTOR AMERICAN FUND	IFS 9 MN MR 31 85
BEAUTY COUNSELORS INTERNATIONAL INC.	SECURITY VALUATION
BEAVER ENERGY RESOURCES INC.	PRESS RELEASE
BEAVER ENERGY RESOURCES INC.	AUD. ANN. FIN. STMT.
BELL CANADA	RULING/ORDER/REASONS
BELL CANADA	PRESS RELEASE
BELL CANADA	PRESS RELEASE
BELL CANADA	PRESS RELEASE
BELL CANADA ENTERPRISES INC.	PRESS RELEASE
BELVEDERE HEIGHTS APARTMENTS LIMITED	PRESS RELEASE
BIOTECH ELECTRONICS LTD.	SIGNED FINANCIAL STA
BLACKSTONE EXPLORATIONS INC.	PRESS RELEASE
BLACKWOOD HODGE (CANADA) LIMITED	PRESS RELEASE
BOMBARDIER INC.	PRESS RELEASE
BONAR INC.	PRESS RELEASE
BONAR INC.	PRESS RELEASE
BOUNDARYVIEW PLACE LIMITED PARTNERSHIP	CERTIF. OF MAILING
BP CANADA INC.	AUD. ANN. FIN. STMT.
BP CANADA INC.	PRESS RELEASE
BRASCADÉ RESOURCES INC.	T.S.E. MATERIAL
BRASCADÉ RESOURCES INC.	ANNUAL REPORT
BREAKWATER RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
BREAKWATER RESOURCES LTD.	PRESS RELEASE
BREAKWATER RESOURCES LTD.	PRESS RELEASE
BRINCO 81 ENERGY PROGRAM	SHRHLDRS. MTNG. MAT.
BRINCO 81 ENERGY PROGRAM	AUD. ANN. FIN. STMT.
BRINCO 81 ENERGY PROGRAM	SHRHLDRS. MTNG. MAT.
BRINCO 81 ENERGY PROGRAM	LET. TO SHAREHOLDERS
BRINCO LIMITED	SHRHLDRS. MTNG. MAT.
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	PRESS RELEASE
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	PRESS RELEASE
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	PRESS RELEASE

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BRITISH COLUMBIA PACKERS LIMITED	APPLICATION
BRITISH COLUMBIA RESOURCES INVESTMENT	PRESS RELEASE
BRITISH COLUMBIA TELEPHONE COMPANY	T.S.E. MATERIAL
BRITISH TELECOMMUNICATIONS PLC	PRESS RELEASE
BRITISH TELECOMMUNICATIONS PLC	PRESS RELEASE
BRITISH TELECOMMUNICATIONS PLC	PRESS RELEASE
BRUNEAU MINING CORPORATION (NPL)	PRESS RELEASE
C-I-L INC.	AUD. ANN. FIN. STMT.
C-I-L INC.	IFS 3 MN MR 31 85
C-I-L INC.	PRESS RELEASE
CABLESHARE INC.	PRESS RELEASE
CABOT TRUST COMPANY	SHRHLDRS. MTNG. MAT.
CAISSE DE DEPOT ET PLACEMENT DU QUEBEC	NINETEENTH ANNUAL RE
CAISSE DE DEPOT ET PLACEMENT DU QUEBEC	ANNUAL REPORT
CALVERT GAS & OILS LIMITED	OFFERING MEMORANDUM
CALVERT GAS & OILS LIMITED	PRIVATE PLACEMENTS
CAMEL OIL & GAS LTD.	T.S.E. MATERIAL
CAMERON TOWER LIMITED PARTNERSHIP	SIGNED FINANCIAL STA
CAMPBELL RED LAKE MINES LIMITED	PRESS RELEASE
CAMPEAU CORPORATION	PRESS RELEASE
CANADA DEVELOPMENT CORPORATION	PRESS RELEASE
CANADA DEVELOPMENT CORPORATION	T.S.E. MATERIAL
CANADA MALTING CO. LIMITED	PRESS RELEASE
CANADA NORTHWEST ENERGY LIMITED	PRESS RELEASE
CANADA PERMANENT INCOME INVESTMENTS	IFS 3 MN MR 31 85
CANADA PERMANENT MORTGAGE CORPORATION	AUD. ANN. FIN. STMT.
CANADA PERMANENT MORTGAGE CORPORATION	SHRHLDRS. MTNG. MAT.
CANADA TRUSTCO MORTGAGE COMPANY	PRESS RELEASE
CANADA TUNGSTEN MINING CORPORATION	ANNUAL REPORT
CANADA TUNGSTEN MINING CORPORATION	SHRHLDRS. MTNG. MAT.
CANADA-ISRAEL DEVELOPMENT LTD.	AUD. ANN. FIN. STMT.
CANADIAN COMMERCIAL BANK	PRESS RELEASE
CANADIAN CURTISS-WRIGHT LIMITED	UNAUDITED EARNINGS F
CANADIAN CURTISS-WRIGHT LIMITED	PRESS RELEASE
CANADIAN DEPOSITORY FOR SECURITIES	ANNUAL REPORT
CANADIAN GENERAL ELECTRIC COMPANY	PRESS RELEASE
CANADIAN GENERAL INVESTMENTS LIMITED	IFS 3 MN MR 31 85
CANADIAN MANOIR INDUSTRIES LIMITED	ANNUAL REPORT
CANADIAN MANOIR INDUSTRIES LIMITED	SHRHLDRS. MTNG. MAT.
CANADIAN NATIONAL RAILWAY COMPANY	ANNUAL REPORT
CANADIAN PACIFIC LIMITED	PRESS RELEASE
CANADIAN PACIFIC LIMITED	SHRHLDRS. MTNG. MAT.
CANADIAN PROPERTY INVESTORS TRUST	APPLICATION
CANADIAN PROPERTY INVESTORS TRUST	RULING/ORDER/REASONS
CANADIAN UTILITIES LIMITED	PRESS RELEASE
CANAMAX RESOURCES INC.	PRESS RELEASE
CANAMAX RESOURCES INC.	PRESS RELEASE
CANFOR CORPORATION	PRESS RELEASE

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CANRON INC.	PRESS RELEASE
CANSHORE EXPLORATION LIMITED	AUD. ANN. FIN. STMT.
CANSHORE EXPLORATION LIMITED	SHRHLDRS. MTNG. MAT.
CANTOL LTD.	RESULTS FOR THE 12 M
CANUC RESOURCES INC.	INTERIM REPORT TO SH
CAPSTONE INVESTMENT TRUST	SIGNED FINANCIAL STA
CAPSTONE INVESTMENT TRUST	SHRHLDRS. MTNG. MAT.
CARMA DEVELOPERS LTD.	PRESS RELEASE
CARMA LTD.	PRESS RELEASE
CB PAK INC.	PRESS RELEASE
CB PAK INC.	PRESS RELEASE
CB PAK INC.	PRESS RELEASE
CCL INDUSTRIES INC.	PRESS RELEASE
CDC LIFE SCIENCES INC.	PRESS RELEASE
CHARTER OIL COMPANY LIMITED	PRESS RELEASE
CHIBOUG COPPER CORPORATION LIMITED	T.S.E. MATERIAL
CHIBOUG COPPER CORPORATION LIMITED	ANNUAL REPORT
CHIBOUG COPPER CORPORATION LIMITED	IFS 3 MN JA 31 85
CHRYSLER CORPORATION	SHRHLDRS. MTNG. MAT.
CIRCO CRAFT CO. INC.	EMPLOYEES' SAVING PL
CITCO GROWTH INVESTMENTS LTD.	PRESS RELEASE
COLUMBIA GAS SYSTEM INC.	ANNUAL REPORT
COMINCO LTD.	FORM 8-K
COMINCO LTD.	RESULTS FOR THE 3 MO
COMINCO LTD.	PRESS RELEASE
COMINCO LTD.	PRESS RELEASE
COMINCO LTD.	PRESS RELEASE
COMINCO LTD.	PRESS RELEASE
COMINCO LTD.	PRESS RELEASE
COMINCO LTD.	PRESS RELEASE
COMINCO LTD.	PRESS RELEASE
COMINCO LTD.	PRESS RELEASE
COMINCO LTD.	PRESS RELEASE
COMINCO LTD.	PRESS RELEASE
COMMERCIAL OIL AND GAS LTD.	PRESS RELEASE
COMPUTALOG GEARHART LTD.	ANNUAL REPORT
COMPUTALOG GEARHART LTD.	SHRHLDRS. MTNG. MAT.
COMPUTER INNOVATIONS DISTRIBUTION INC.	PRESS RELEASE
COMTECH GROUP INTERNATIONAL LIMITED	T.S.E. MATERIAL
COMTERM INC.	T.S.E. MATERIAL
CONSOLIDATED ASCOT PETROLEUM CORPORATION	ADVANCE NOTICE OF AN
CONSOLIDATED MARCUS GOLD MINES LIMITED	CHANGE DIRECTORS
CONSOLIDATED-BATHURST INC.	PRESS RELEASE
CONSOLIDATED-BATHURST INC.	PRESS RELEASE
CONSOLIDATED-BATHURST INC.	T.S.E. MATERIAL
CONSUMERS DISTRIBUTING COMPANY LIMITED	PRESS RELEASE
CONSUMERS GLASS COMPANY LIMITED	REMARKS TO SHAREHOLD
CONWEST EXPLORATION COMPANY LIMITED	PRESS RELEASE
COOPER CANADA LIMITED	PRESS RELEASE
COOPER CANADA LIMITED	PRESS RELEASE

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COOPER CANADA LIMITED	PRELIM. PROSPECTUS
CORE ENERGY CORP.	TAKEOVER/FORM 35
CORPORATE PROPERTIES LIMITED	ANNUAL REPORT
CORPORATE PROPERTIES LIMITED	SHRHLDRS. MTNG. MAT.
COSTAIN LIMITED	PRESS RELEASE
COSTAIN LIMITED	CERTIF. OF MAILING
COVINGTON SPRINGS EXPLORATIONS INC.	PRESS RELEASE
CRAIBBE-FLETCHER GOLD MINES LIMITED	ANNUAL REPORT
CRAIBBE-FLETCHER GOLD MINES LIMITED	SHRHLDRS. MTNG. MAT.
CROWN FOREST INDUSTRIES LIMITED	SHRHLDRS. MTNG. MAT.
CROWN LIFE INSURANCE COMPANY	ANNUAL INFO. FORM
CST FOUNDATION	SIGNED FINANCIAL STA
CUNDILL VALUE FUND LTD.	PROSPECTUS
CURTAINS	AUD. ANN. FIN. STMT.
CZAR RESOURCES LTD.	PRESS RELEASE
D'OR VAL MINES LTD.	PRESS RELEASE
D'OR VAL MINES LTD.	PRESS RELEASE
D.H. HOWDEN & CO. LIMITED	PRESS RELEASE
D.H. HOWDEN & CO. LIMITED	PRESS RELEASE
DATALINE INC.	AUD. ANN. FIN. STMT.
DATALINE INC.	SHRHLDRS. MTNG. MAT.
DAVIDSON TISDALE MINES LIMITED	FORM 10K
DEACON-HODGSON INVESTMENT ACCOUNT	PROSPECTUS
DEER MEADOW ESTATES LIMITED PARTNERSHIP	SIGNED FINANCIAL STA
DEER RIDGE VILLAGE LIMITED PARTNERSHIP	SIGNED FINANCIAL STA
DENISON MINES LTD.	PRESS RELEASE
DERLAK RED LAKE GOLD MINES, LIMITED	MANAGEMENT INCENTIVE
DEVELCON ELECTRONICS LTD.	IFS 6 MN FE 28 85
DIAL MORTGAGE CORPORATION LTD.	PRESS RELEASE
DISCOVERY MINES LIMITED	SHRHLDRS. MTNG. MAT.
DISTRICT TRUST COMPANY	APPROVED FINANCIAL S
DISTRICT TRUST COMPANY	SHRHLDRS. MTNG. MAT.
DISTRICT TRUST COMPANY	CERTIF. OF MAILING
DOFASCO INC.	IFS 3 MN MR 31 85
DOFASCO INC.	EXEMPT FIN. NOTICE
DOFASCO INC.	PRESS RELEASE
DOFASCO INC.	PRESS RELEASE
DOVE MINES LIMITED	T.S.E. MATERIAL
DOVE PETROLEUM LIMITED	FORM 8
DOMINION EXPLORERS LIMITED	PRESS RELEASE
DOMINION EXPLORERS LIMITED	FORM 27-MAT. CHANGE
DOMINION TEXTILE INC.	PRESS RELEASE
DOMTAR INC.	PRESS RELEASE
DOMTAR INC.	PRESS RELEASE
DOMTAR INC.	PRESS RELEASE
DOMTAR INC.	PRESS RELEASE
DOMTAR INC.	PRESS RELEASE
DOMTAR INC.	ANNUAL INFO. FORM
DONOHUE INC.	EXEMPT FIN. NOTICE

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DORSET RESOURCES LTD.	PRESS RELEASE
DRG INC.	PRESS RELEASE
DU PONT CANADA INC.	FORM 27-MAT. CHANGE
DURHAM RESOURCES INC.	PRESS RELEASE
DURHAM RESOURCES INC.	FORM 27-MAT. CHANGE
DYNAMAR ENERGY LIMITED	ANNUAL REPORT
DYNAMAR ENERGY LIMITED	SHRHLDRS. MTNG. MAT.
DYNEX PETROLEUM LTD.	AUD. ANN. FIN. STMT.
DYNEX PETROLEUM LTD.	SHRHLDRS. MTNG. MAT.
EASTERN BAKERIES LIMITED	PRESS RELEASE
ECHO BAY MINES LTD.	ANNUAL REPORT (FRENC
ECHO BAY MINES LTD.	CERTIF. OF MAILING
ECLIPSE CAPITAL CORPORATION	PRESS RELEASE
ECLIPSE CAPITAL CORPORATION	PRESS RELEASE
ELECTROHOME LIMITED	SHRHLDRS. MTNG. MAT.
EQUITY SILVER MINES LIMITED	PRESS RELEASE
EQUITY SILVER MINES LIMITED	PRESS RELEASE
ERICKSON TOWER LIMITED PARTNERSHIP	SIGNED FINANCIAL STA
ETHYL CORPORATION	PRESS RELEASE
EXXETER RESOURCES CORP.	CHANGE OF ADDRESS
FALCONBRIDGE LIMITED	DIVISION OF ISSUED C
FINANCIAL TRUSTCO CAPITAL LTD.	PRESS RELEASE
FINISHING TOUCH	AUD. ANN. FIN. STMT.
FORD MOTOR COMPANY	SHRHLDRS. MTNG. MAT.
FRANKLIN EQUITY FUND	IFS 6 MN DE 31 84
GAZ METROPOLITAIN, INC.	ANNUAL INFO. FORM
GEAC COMPUTER CORPORATION LIMITED	CERTIF. OF MAILING
GEDDES RESOURCES LIMITED	PRESS RELEASE
GEOCRUDE ENERGY INC.	SHRHLDRS. MTNG. MAT.
GERIN INC.	FORM 27-MAT. CHANGE
GO VACATIONS 1985 LIMITED PARTNERSHIP	AUD. ANN. FIN. STMT.
GOLDMAC EXPLORATIONS INC.	IFS 6 MN MR 31 85
GRANGES EXPLORATION LTD.	APPLICATION
GREAT WEST LIFE ASSURANCE COMPANY, THE	PRESS RELEASE
GUARANTY TRUST COMPANY OF CANADA	PRESS RELEASE
GUARDIAN TRUSTCO INC.	CHANGE DIRECTORS
GUARDIAN TRUSTCO INC.	PRESS RELEASE
GUILDFORD-CONCORDIA PARTNERSHIP	IFS 3 MN MR 31 85
GULFSTREAM RESOURCES CANADA LIMITED	IFS 9 MN JA 31 85
HALIFAX DEVELOPMENTS LIMITED	ANNUAL REPORT
HALIFAX DEVELOPMENTS LIMITED	SHRHLDRS. MTNG. MAT.
HALIFAX DEVELOPMENTS LIMITED	CERTIF. OF MAILING
HALLMARK BOND FUND	AUD. ANN. FIN. STMT.
HALLMARK CANADIAN FUND	AUD. ANN. FIN. STMT.
HAWKER SIDDELEY CANADA INC.	PRESS RELEASE
HELIUM CIRCUITS INC.	SHRHLDRS. MTNG. MAT.
HIGH COUNTRY, THE	AUD. ANN. FIN. STMT.
HISPYKE EXPLORATIONS INC.	PRIVATE PLACEMENTS

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HISPYKE EXPLORATIONS INC.	PRIVATE PLACEMENTS
HODGINS SECURITIES INC.	APPLICATION
HOUSEHOLD FINANCE CORPORATION	PROSPECTUS
HYDRA EXPLORATIONS LIMITED	PRIVATE PLACEMENTS
IMPERIAL OIL LIMITED	PRESS RELEASE
INCO LIMITED	PRESS RELEASE
INCO LIMITED	PRESS RELEASE
INDAL LIMITED	SIGNED ANNUAL REPORT
INDAL LIMITED	SHRHLDRS. MTNG. MAT.
INEXCO OIL COMPANY	10Q 3 MN MR 31 85
INTERLAKE DEVELOPMENT CORP.	TAKEOVER/FORM 35
INTERMETCO LIMITED	CERTIF. OF MAILING
INTERNATIONAL POLARIS ENERGY CORP.	PRESS RELEASE
INTERNATIONAL POLARIS ENERGY CORP.	T.S.E. MATERIAL
INTERNATIONAL THOMSON ORGANISATION	ANNUAL REPORT
INTERNATIONAL THOMSON ORGANISATION	DIRECTORS' REPORT AN
INTERNATIONAL THOMSON ORGANISATION	PRESS RELEASE
INTERNATIONAL THOMSON ORGANISATION	SHRHLDRS. MTNG. MAT.
INVESTORS JAPANESE GROWTH FUND LTD.	STATEMENT OF TRANSAC
INVESTORS MUTUAL OF CANADA LIMITED	STATEMENT OF TRANSAC
IRVCO RESOURCES LTD.	IFS 6 MN FE 28 85
IRVCO RESOURCES LTD.	REPORT FOR THE 6 MON
JONES HEWARD AMERICAN FUND LTD.	AUD. ANN. FIN. STMT.
JOURNEY'S END NUMBER FIVE PARTNERSHIP	IFS 3 MN MR 31 85
KAMCON MINES LIMITED	ANNUAL REPORT
KAMCON MINES LIMITED	SHRHLDRS. MTNG. MAT.
KEEPRITE INC.	ANNUAL REPORT
KEEPRITE INC.	SHRHLDRS. MTNG. MAT.
KEG RESTAURANTS LTD.	SHRHLDRS. MTNG. MAT.
KEYSTONE GROWTH FUND, SERIES K-2	ANNUAL REPORT
KORICH MINING COMPANY LTD.	IFS 9 MN MR 31 85
LAC MINERALS LTD.	SHRHLDRS. MTNG. MAT.
LAFARGE CORPORATION	PRESS RELEASE
LAKE SHORE MINES LIMITED	SHRHLDRS. MTNG. MAT.
LASSIE RED LAKE GOLD MINES LTD.	ANNUAL REPORT
LASSIE RED LAKE GOLD MINES LTD.	SHRHLDRS. MTNG. MAT.
LAVA CAP RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
LAWSON & JONES, LIMITED	ANNUAL REPORT
LAWSON & JONES, LIMITED	SHRHLDRS. MTNG. MAT.
LEON'S FURNITURE LIMITED	IFS 3 MN MR 31 85
LITTLE LONG LAC GOLD MINES LIMITED	SHRHLDRS. MTNG. MAT.
LITTLE SHOP COMPANY OF CANADA, THE	PRIVATE PLACEMENTS
LOGISTEC CORPORATION	ANNUAL REPORT
LOGISTEC CORPORATION	SHRHLDRS. MTNG. MAT.
LUCKY STAR, THE	IFS 6 MN FE 28 85
MACLEAN HUNTER LIMITED	PRESS RELEASE
MACLEAN HUNTER LIMITED	SHRHLDRS. MTNG. MAT.
MACLEAN HUNTER LIMITED	ANNUAL INFO. FORM

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MALARTIC HYGRADE GOLD MINES (CANADA)	ANNUAL REPORT
MALARTIC HYGRADE GOLD MINES (CANADA)	SHRHLDRS. MTNG. MAT.
MANNVILLE OIL & GAS LTD.	PRESS RELEASE
MAPLE LEAF MILLS LIMITED	ANNUAL REPORT
MAPLE LEAF MILLS LIMITED	FORM 10K
MARSHALL DRUMMOND MCCALL INC.	SHRHLDRS. MTNG. MAT.
MASSVAL RESOURCES INC.	IFS 3 MN MR 31 85
MASTER RESOURCES & DEVELOPMENTS LIMITED	PRESS RELEASE
MAYNARD ENERGY INC.	ANNUAL REPORT
MAYNARD ENERGY INC.	SHRHLDRS. MTNG. MAT.
MCDONALD'S CORPORATION	FORM 8-K
MD REALTY FUND	ANNUAL REPORT
MEDITERRA PARTNERSHIP, THE	APPLICATION
MELANIE	AUD. ANN. FIN. STMT.
METINA DEVELOPMENTS INC.	AUD. ANN. FIN. STMT.
METINA DEVELOPMENTS INC.	IFS 3 MN MR 31 85
METINA DEVELOPMENTS INC.	SHRHLDRS. MTNG. MAT.
MINDEEN MINERALS LIMITED	CHANGE OF AUDITORS
MITEL CORPORATION	PRESS RELEASE
MOBIL CORPORATION	FORM 10K
MOBIL CORPORATION	FORM 11-K
MOFFAT COMMUNICATIONS LIMITED	IFS 6 MN FE 28 85
MONENCO LIMITED	ANNUAL REPORT
MONENCO LIMITED	SHRHLDRS. MTNG. MAT.
MORRISON PETROLEUMS LIMITED	PRESS RELEASE
MOTHER'S RESTAURANTS LIMITED	APPLICATION
MOUNT WRIGHT IRON MINES COMPANY LIMITED	SHRHLDRS. MTNG. MAT.
MSR EXPLORATION LTD.	AUD. ANN. FIN. STMT.
NATIONAL BANK OF CANADA	PRESS RELEASE
NEW AUGARITA PORCUPINE MINES LIMITED	AUD. ANN. FIN. STMT.
NICKEL RIM MINES LIMITED	CERTIF. OF MAILING
NORDAIR INC.	PRESS RELEASE
NORDAIR INC.	PRESS RELEASE
NORTHERN AND CENTRAL GAS CORPORATION	FORM 28-ANN. FILING
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LIMITED	EXEMPT FIN. NOTICE
NORTHUMBERLAND MINES LIMITED	PRIVATE PLACEMENTS
O'LEARY-MALARTIC MINES LIMITED	ANNUAL REPORT
O'LEARY-MALARTIC MINES LIMITED	SHRHLDRS. MTNG. MAT.
OAKWOOD PETROLEUMS LTD.	PRESS RELEASE
OCC SHARES TRUST, THE	EXEMPTION APPROVAL
OLD CANADA INVESTMENT CORPORATION	SUMMARY OF OPERATION
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OMNIBUS COMPUTER GRAPHICS INC.	IFS 3 MN MR 31 85
OMNIBUS COMPUTER GRAPHICS INC.	EARNINGS FORECAST
OMNIBUS COMPUTER GRAPHICS INC.	PRESS RELEASE
OMNIBUS COMPUTER GRAPHICS INC.	PRESS RELEASE
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ISSUER	TITLE
ONTARIO GENERAL INSURANCE COMPANY	AUD. ANN. FIN. STMT.
OSC - CIVIL LIABILITY FOR CONTINUOUS	SUBMISSIONS TO THE C
PACIFIC NORTHERN GAS LTD.	PRESS RELEASE
PACIFIC WESTERN AIRLINES CORPORATION	PRESS RELEASE
PACO CORPORATION OF CANADA LIMITED	RULING/ORDER/REASONS
PAGEBROOK REALTY FUND	APPLICATION
PAGURIAN CORPORATION LIMITED, THE	SHRHLDRS. MTNG. MAT.
PALOMA PETROLEUM LTD.	ANNUAL REPORT
PALOMA PETROLEUM LTD.	SHRHLDRS. MTNG. MAT.
PANARCTIC OILS LTD.	IFS 3 MN MR 31 85
PANCANADIAN PETROLEUM LTD.	PRESS RELEASE
PARK LAWN CEMETERY COMPANY LIMITED	EXEMPTION APPROVAL
PARK SQUARE PROPERTIES LIMITED	SIGNED FINANCIAL STA
PARTICIPATION NORDAIR INC.	RULING/ORDER/REASONS
PCL INDUSTRIES LIMITED	PRESS RELEASE
PE BEN OILFIELD SERVICES LTD.	ANNUAL REPORT
PE BEN OILFIELD SERVICES LTD.	PRESS RELEASE
PE BEN OILFIELD SERVICES LTD.	SHRHLDRS. MTNG. MAT.
PENN WEST PETROLEUM LTD.	PRESS RELEASE
PENN-LYNC RESOURCES LTD.	ANNUAL REPORT
PENN-LYNC RESOURCES LTD.	IFS 3 MN MR 31 85
PENN-LYNC RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
PENN-LYNC RESOURCES LTD.	CERTIF. OF MAILING
PENNANT RESOURCES LIMITED	TAKEOVER/FORM 35
PENNANT RESOURCES LIMITED	T.S.E. MATERIAL
PENNANT RESOURCES LIMITED	CERTIF. OF MAILING
PEOPLES JEWELLERS LIMITED	PRESS RELEASE
PHILLIPS, HAGER & NORTH CANADIAN FUND	IFS 3 MN MR 31 85
PHILLIPS, HAGER & NORTH FUND	IFS 3 MN MR 31 85
PHOTO ENGRAVERS & ELECTROTYPERS LTD.	CERTIF. OF MAILING
PINE POINT MINES LIMITED	EARNINGS FOR THE 3 M
PINE POINT MINES LIMITED	PRESS RELEASE
PINE POINT MINES LIMITED	PRESS RELEASE
PKG INVESTMENTS LIMITED	APPLICATION
PLACE MONTFORT APARTMENT PROJECT	IFS 6 MN FE 28 85
PLACER DEVELOPMENT LIMITED	PRESS RELEASE
PLEXUS RESOURCES CORPORATION	PRESS RELEASE
POLYSAR LIMITED	ANNUAL REPORT
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POLYSAR LIMITED	PRESS RELEASE
POLYSAR LIMITED	PRESS RELEASE
POTASH COMPANY OF AMERICA, INC.	PRESS RELEASE
POWER CORPORATION OF CANADA	SHRHLDRS. MTNG. MAT.
POWER CORPORATION OF CANADA	CERTIF. OF MAILING
POWER CORPORATION OF CANADA	SHRHLDRS. MTNG. MAT.
POWER FINANCIAL CORPORATION	ANNUAL REPORT
POWER FINANCIAL CORPORATION	SHRHLDRS. MTNG. MAT.
POWER FINANCIAL CORPORATION	CERTIF. OF MAILING

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POWER FINANCIAL CORPORATION	PRESS RELEASE
PRECAMBRIAN SHIELD RESOURCES LIMITED	SHRHLDRS. MTNG. MAT.
PREFAC CONCRETE CO. LTD.	ANNUAL REPORT
PREFAC CONCRETE CO. LTD.	SHRHLDRS. MTNG. MAT.
PRENOR GROUP LTD.	ANNUAL REPORT
PRENOR GROUP LTD.	SHRHLDRS. MTNG. MAT.
PRINCE WILLIAM PARTNERSHIP	AUD. ANN. FIN. STMT.
PRINCE WILLIAM PARTNERSHIP	CERTIF. OF MAILING
PRINCETON GOLD MINES LIMITED	AUD. ANN. FIN. STMT.
PRINCETON GOLD MINES LIMITED	SHRHLDRS. MTNG. MAT.
PRINCETON GOLD MINES LIMITED	CERTIF. OF MAILING
PRINCIPAL NEO-TECH INC.	PRESS RELEASE
PRODECO OIL & GAS CO. LTD.	PRESS RELEASE
PRODECO OIL & GAS CO. LTD.	PRESS RELEASE
PRODECO OIL & GAS CO. LTD.	PRESS RELEASE
PROPER CHANNELS	AUD. ANN. FIN. STMT.
PROVIGO INC.	PRESS RELEASE
PROVIGO INC.	PRIVATE PLACEMENTS
PROVIGO INC.	PRIVATE PLACEMENTS
PUBLIC SERVICE ELECTRIC AND GAS COMPANY	FORM 10K
PUBLIC SERVICE ELECTRIC AND GAS COMPANY	CHANGE DIRECTORS
QUARTZ CRYSTALS MINES LTD.	AUD. ANN. FIN. STMT.
QUARTZ CRYSTALS MINES LTD.	SHRHLDRS. MTNG. MAT.
QUINTERRA RESOURCES INC.	CERTIF. OF MAILING
QUINTERRA RESOURCES INC.	CHANGE OF AUDITORS
RANGER OIL LIMITED	FORM 27-MAT. CHANGE
RANGER OIL LIMITED	T.S.E. MATERIAL
REDPATH INDUSTRIES LIMITED	PRESS RELEASE
REDPATH INDUSTRIES LIMITED	PRESS RELEASE
REED STENHOUSE COMPANIES LIMITED	CERTIF. OF MAILING
REED STENHOUSE COMPANIES LIMITED	SHRHLDRS. MTNG. MAT.
REED STENHOUSE COMPANIES LIMITED	SHRHLDRS. MTNG. MAT.
REICHHOLD LIMITED	LET. TO SHAREHOLDERS
REICHHOLD LIMITED	T.S.E. MATERIAL
RELAX INNS PARTNERSHIP II	APPROVED FINANCIAL S
RENAISSANCE 1980 (NEW) LIMITED	ANNUAL REPORT
RENAISSANCE ENERGY LTD.	CERTIF. OF MAILING
RENAISSANCE ENERGY LTD.	SHRHLDRS. MTNG. MAT.
RESOURCE SERVICE GROUP LTD.	ANNUAL REPORT
RESOURCE SERVICE GROUP LTD.	IFS 3 MN MR 31 85
RESOURCE SERVICE GROUP LTD.	MERGER-AMALGAMATION
RESOURCE SERVICE GROUP LTD.	SHRHLDRS. MTNG. MAT.
RESOURCE SERVICE GROUP LTD.	SHRHLDRS. MTNG. MAT.
RESOURCE SERVICE GROUP LTD.	VALUATION OF THE SUB
RESOURCES OF CANADA FUND	AUD. ANN. FIN. STMT.
REVELSTOKE COMPANIES LTD.	SHRHLDRS. MTNG. MAT.
RIO ALGOM LIMITED	PRESS RELEASE
RIO ALGOM LIMITED	DIVIDEND NOTICE

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RIVER PARK ESTATES PARTNERSHIP	AUD. ANN. FIN. STMT.
ROCKWOOD TOWERS APARTMENT PROJECT	IFS 6 MN FE 28 85
ROGERS CABLESYSTEMS INC.	IFS 6 MN FE 28 85
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ROGERS CABLESYSTEMS INC.	PRESS RELEASE
ROLLAND INC.	SHRHLDRS. MTNG. MAT.
ROLLAND INC.	PRESS RELEASE
ROYAL GOLD & SILVER CORPORATION	FORM 27-MAT. CHANGE
ROYAL TRUST COMPANY	PRESS RELEASE
ROYAL TRUST COMPANY	PRESS RELEASE
ROYAL TRUSTCO LIMITED	SHARE OPTION PLAN
ROYAL TRUSTCO LIMITED	PRESS RELEASE
RUNNING	AUD. ANN. FIN. STMT.
RUPERTSLAND RESOURCES CO. LTD.	APPLICATION
RYDER TRUCK RENTAL CANADA LTD.	PRIVATE PLACEMENTS
SANDY CAY RESOURCES INC.	AUD. ANN. FIN. STMT.
SANDY CAY RESOURCES INC.	IFS 3 MN FE 28 85
SANDY CAY RESOURCES INC.	CERTIF. OF MAILING
SANDY CAY RESOURCES INC.	SHRHLDRS. MTNG. MAT.
SANFRED RESOURCES LTD.	PRESS RELEASE
SARLOS & ZUKERMAN FUND, THE	AUD. ANN. FIN. STMT.
SCARBORO RESOURCES LIMITED	IFS 3 MN FE 28 85
SCEPTRE RESOURCES LIMITED	ANNUAL REPORT
SCEPTRE RESOURCES LIMITED	PRESS RELEASE
SCINTREX LIMITED	FINANCIAL STATEMENTS
SCINTREX LIMITED	PRESS RELEASE
SCOTT PAPER LIMITED	IFS 3 MN MR 31 85
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SCOTT'S HOSPITALITY INC.	PRESS RELEASE
SEAGRAM COMPANY LTD.	AUD. ANN. FIN. STMT.
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SEAGRAM COMPANY LTD.	CORRECTION TO PROXY
SEARS CANADA INC.	ANNUAL REPORT
SEARS CANADA INC.	PRESS RELEASE
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SEARS CANADA INC.	PRESS RELEASE
SEARS CANADA INC.	SHRHLDRS. MTNG. MAT.
SECO-CEMP LIMITED	ANNUAL REPORT
SEEL MORTGAGE INVESTMENT CORPORATION	IFS 3 MN MR 31 85
SEEL MORTGAGE INVESTMENT CORPORATION	PRESS RELEASE
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SEEMAR EXPLORATIONS INC.	INSTRUCTIONS TO SHAR
SENSORMATIC CANADA LIMITED	AUD. ANN. FIN. STMT.
SENSORMATIC CANADA LIMITED	SHRHLDRS. MTNG. MAT.
SEVEN OAKS APARTMENTS LTD.	SHRHLDRS. MTNG. MAT.
SHELL CANADA LIMITED	PRESS RELEASE

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SHELL CANADA LIMITED	PRESS RELEASE
SHELL CANADA RESOURCES LIMITED	PRESS RELEASE
SHERITT GORDON MINES LIMITED	RESULTS FOR THE 3 MO
SHERITT GORDON MINES LIMITED	IFS 3 MN MR 31 85
SHERITT GORDON MINES LIMITED	CHAIRMAN'S REMARKS
SHERITT GORDON MINES LIMITED	CHANGE DIRECTORS
SHIPPING CORPORATION OF NEW ZEALAND	IFS 6 MN FE 28 85
SHL SYSTEMHOUSE INC.	IFS 6 MN FE 28 85
SIGMA MINES (QUEBEC) LIMITED	ANNUAL REPORT
SIGMA MINES (QUEBEC) LIMITED	SHRHLDRS. MTNG. MAT.
SILVERTON RESOURCES LTD.	PRESS RELEASE
SIMCOE ERIE INVESTORS LIMITED	SHRHLDRS. MTNG. MAT.
SOBEYS STORES LIMITED	REDEMPTION NOTICE
SOBEYS STORES LIMITED	FORM 27-MAT. CHANGE
SOGEPET LIMITED	ANNUAL REPORT
SOGEPET LIMITED	IFS 3 MN MR 31 85
SOGEPET LIMITED	SHRHLDRS. MTNG. MAT.
SONOR INVESTMENTS LIMITED	AUD. ANN. FIN. STMT.
SONORA GOLD CORP.	PRESS RELEASE
SONORA GOLD CORP.	SHRHLDRS. MTNG. MAT.
SOUTHAM INC.	IFS 3 MN MR 31 85
SOUTHERN EAGLE PETROLEUM INC.	SHRHLDRS. MTNG. MAT.
SPAR AEROSPACE LIMITED	PRIVATE PLACEMENTS
SPAR HOLDINGS & EXPLORATIONS LIMITED	CERTIF. OF MAILING
SPARTON RESOURCES INC.	FORM 27-MAT. CHANGE
SPARTON RESOURCES INC.	PRESS RELEASE
SPARTON RESOURCES INC.	PRESS RELEASE
SPRINGPOLE LAKE RESOURCES LTD.	IFS 3 MN FE 28 85
SPRINGPOLE LAKE RESOURCES LTD.	CERTIF. OF MAILING
SPRUCE FALLS POWER AND PAPER COMPANY,	IFS 3 MN MR 31 85
ST. JOHN'S PETROLEUM LTD.	FORM 27-MAT. CHANGE
ST. LAWRENCE CEMENT INC.	SHRHLDRS. MTNG. MAT.
ST. LAWRENCE CEMENT INC.	CERTIF. OF MAILING
STANDARD BROADCASTING CORPORATION	T.S.E. MATERIAL
STANDARD BROADCASTING CORPORATION	PRESS RELEASE
STANDARD OIL COMPANY (INDIANA)	T.S.E. MATERIAL
STANDARD TRUSTCO LIMITED	DIVIDEND NOTICE
STELCO INC.	IFS 3 MN MR 31 85
STELCO INC.	SHRHLDRS. MTNG. MAT.
STRATHCONA RESOURCE INDUSTRIES LTD.	PRESS RELEASE
SULLIVAN MINES INC.	PRESS RELEASE
SUMTRA DIVERSIFIED INC.	IFS 6 MN FE 28 85
SUNCOR INC.	DIVIDEND NOTICE
SUNCOR INC.	PRESS RELEASE
SURPASS CHEMICALS LIMITED	IFS 3 MN FE 28 85
SYLVAN PARK ESTATES LIMITED PARTNERSHIP	CERTIF. OF MAILING
TANDY CORPORATION	PRESS RELEASE
TARO INDUSTRIES LIMITED	PRIVATE PLACEMENTS

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ISSUER	TITLE
TECO MINES AND OILS LTD.	AUD. ANN. FIN. STMT.
TECO MINES AND OILS LTD.	IFS 3 MN AP 30 84
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TECO MINES AND OILS LTD.	IFS 9 MN OC 31 84
TECO MINES AND OILS LTD.	SHRHLDRS. MTNG. MAT.
TECSYN INTERNATIONAL INC.	IFS 6 MN FE 28 85
TECSYN INTERNATIONAL INC.	CERTIF. OF MAILING
TELE-METROPOLE INC.	CERTIF. OF MAILING
TENNECO INC.	FORM 10K
TENNECO INC.	CHANGE DIRECTORS
TERRY GOLD EXPLORATIONS INC.	IFS 9 MN MR 31 85
TERRY GOLD EXPLORATIONS INC.	LET. TO SHAREHOLDERS
TEXACO CANADA INC.	PRESS RELEASE
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TEXAS INTERNATIONAL COMPANY	FORM 4
THIRD CANADIAN GENERAL INVESTMENT TRUST	IFS 3 MN MR 31 85
THIRD CANADIAN GENERAL INVESTMENT TRUST	CERTIF. OF MAILING
THOMSON NEWSPAPERS LIMITED	AUD. ANN. FIN. STMT.
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TIE/TELECOMMUNICATIONS CANADA LIMITED	SHRHLDRS. MTNG. MAT.
TOROMONT INDUSTRIES LTD.	PRESS RELEASE
TORONTO FUTURES EXCHANGE, THE	RULING/ORDER/REASONS
TORONTO STOCK EXCHANGE, THE	APPLICATION
TORONTO STOCK EXCHANGE, THE	RULING/ORDER/REASONS
TORONTO SUN PUBLISHING CORPORATION	PRESS RELEASE
TORONTO-DOMINION BANK	DIVIDEND NOTICE
TOTAL PETROLEUM (NORTH AMERICA) LTD.	FORM 10K
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TOTAL PETROLEUM (NORTH AMERICA) LTD.	PRESS RELEASE
TRACKER RESOURCES INC.	SIGNED FIN. STMTS. F
TRADERS GROUP LIMITED	PRESS RELEASE
TRANSPACIFIC RESOURCES INC.	T.S.E. MATERIAL
TRICENTROL PLC	ANNUAL REPORT
TRINITY RESOURCES LTD.	PRESS RELEASE
TRITEX PETROLEUM CORP.	IFS 9 MN FE 28 85
TURBO RESOURCES LIMITED	PRESS RELEASE
TURBO RESOURCES LIMITED	FORM 27-MAT. CHANGE
TWIN RICHFIELD OILS LTD.	PRESS RELEASE
TWIN RICHFIELD OILS LTD.	INCOME TAX INFORMATI
UAP INC.	T.S.E. MATERIAL
ULTRAMAR PLC.	ANNUAL REPORT
ULTRAMAR PLC.	SHRHLDRS. MTNG. MAT.
UNICORP CANADA CORPORATION	PRESS RELEASE
UNION CARBIDE CANADA LIMITED	APPROVED FINANCIAL S
UNION CARBIDE CANADA LIMITED	PRESS RELEASE
UNITED CANADIAN SHARES LIMITED	PRESS RELEASE
UNITED KENO HILL MINES LIMITED	PRESS RELEASE

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UNITED REEF PETROLEUMS LIMITED	AUD. ANN. FIN. STMT.
UNITED REEF PETROLEUMS LIMITED	IFS 3 MN FE 28 85
UNITED REEF PETROLEUMS LIMITED	SHRHLDRS. MTNG. MAT.
UNITED REEF PETROLEUMS LIMITED	CERTIF. OF MAILING
UNIVERSAL SAVINGS AMERICAN FUND	AUD. ANN. FIN. STMT.
UNIVERSAL SAVINGS AMERICAN FUND	SHRHLDRS. MTNG. MAT.
UNIVERSAL SAVINGS EQUITY FUND LIMITED	AUD. ANN. FIN. STMT.
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UNIVERSAL SAVINGS JAPAN FUND	AUD. ANN. FIN. STMT.
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UNIVERSAL SAVINGS NATURAL RESOURCE &	AUD. ANN. FIN. STMT.
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UNIVEST GROWTH FUND	ANNUAL REPORT
UPPER CANADA BREWING, LIMITED	PRIVATE PLACEMENTS
VERSATILE CORPORATION	PRESS RELEASE
VIA RAIL CANADA INC.	ANNUAL REPORT
VIGER TERRACE LIMITED PARTNERSHIP	APPROVED FINANCIAL S
VTL VENTURE EQUITIES LTD.	ANNUAL REPORT
VTL VENTURE EQUITIES LTD.	SHRHLDRS. MTNG. MAT.
VULCAN INDUSTRIAL PACKAGING LIMITED	NEW AGREEMENT WITH D
WADDY LAKE RESOURCES INC.	APPLICATION
WAFERBOARD CORPORATION LIMITED	CERTIF. OF MAILING
WAJAX LIMITED	PRESS RELEASE
WAJAX LIMITED	PRESS RELEASE
WAJAX LIMITED	DIVIDEND NOTICE
WAJAX LIMITED	SHRHLDRS. MTNG. MAT.
WALWYN INC.	PRESS RELEASE
WARREN EXPLORATIONS LIMITED	PRIVATE PLACEMENTS
WATERS EDGE TOWER LIMITED PARTNERSHIP	SIGNED FINANCIAL STA
WESTAR MINING LTD.	SHRHLDRS. MTNG. MAT.
WESTCOAST TRANSMISSION COMPANY LIMITED	PRESS RELEASE
WESTCOAST TRANSMISSION COMPANY LIMITED	ANNUAL INFO. FORM
WESTFIELD MINERALS LIMITED	SHRHLDRS. MTNG. MAT.
WESTFIELD MINERALS LIMITED	T.S.E. MATERIAL
WESTGROWTH PETROLEUMS LTD.	ANNUAL REPORT
WESTGROWTH PETROLEUMS LTD.	SHRHLDRS. MTNG. MAT.
WESTMOUNT RESOURCES LTD.	ANNUAL REPORT
WESTMOUNT RESOURCES LTD.	PRESS RELEASE
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WESTMOUNT RESOURCES LTD.	REJECT TRUSTCO OFFER
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WHITE PASS & YUKON CORPORATION LIMITED	ANNUAL REPORT
WHONNOCK INDUSTRIES LIMITED	PRESS RELEASE
WILANOUR RESOURCES LIMITED	CHANGE DIRECTORS

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WORLDWIDE EQUITIES LIMITED	RESULTS FOR THE 6 MO
WRIGHT-HARGREAVES MINES LIMITED	SHRHLDRS. MTNG. MAT.
WRIGHT-HARGREAVES MINES LIMITED	PRESS RELEASE
XEROX CANADA INC.	CERTIF. OF MAILING
XEROX CANADA INC.	PRESS RELEASE
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YELLOWKNIFE BEAR RESOURCES INC.	FORM 27-MAT. CHANGE
YORKSHIRE TRUST COMPANY	APPLICATION
ZAVITZ TECNOLOGY INC. (FORMERLY PROMED)	IFS 3 MN FE 28 85
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ZAVITZ TECNOLOGY INC. (FORMERLY PROMED)	LET. TO SHAREHOLDERS
ZELLER'S LIMITED	UNAUDITED ANNUAL FIN
ZELLER'S LIMITED	UNAUDITED ANNUAL FIN

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CHAPTER 11
NEW ISSUE AND SECONDARY FINANCING

11.1 PRELIMINARY PROSPECTUSES RECEIVED

11.1.1 TAMAN RESOURCES LIMITED

April 29, 1985

Taman Resources Limited

National Issue - Ontario

Offering a minimum of 1,000,000 and a maximum of 1,500,000 units, each unit comprised of one common share and one "B" warrant at a price of \$.40 per unit. There is a secondary offering.

Agent: Merit Investment Corporation

11.1.2 ACTIFUND LIMITED

May 1, 1985

Actifund Limited

Offering mutual fund shares at their net asset value per share plus a sales commission.

Distributor: Investment Strategies Limited

11.1.3 FISCON INVESTMENT FUND

Fiscon Investment Fund

Offering mutual fund units at net asset value.

Distributor: registered brokers and dealers.

11.1.4 PEOPLES JEWELLERS LIMITED

Peoples Jewellers Limited

National Issue - Ontario

Offering \$ * of * equity indexed debentures due June *, 2010 at a price of 100 per debenture to yield initially * % and \$* of * Class A non-voting shares at a price of \$* per share.

Underwriters: Gordon Capital Corporation
McLeod Young Weir

11.1.5 STONEBRIDGE ARABIAN PARTNERSHIP

Stonebridge Arabian Partnership

Offering 1,140 limited partnership units at a price of \$2,500 per unit.

Agent: E. A. Manning Limited

11.1.6 CFCF INC.

May 3, 1985

CFCF Inc.

National Issue - Quebec

Offering \$ * of * subordinate voting shares at a price of \$* per share.

Underwriters: Richardson Greenshields of Canada Limited
Dominion Securities Pitfield Limited

11.2 PRELIMINARY SHORT FORM PROSPECTUSES RECEIVED

11.2.1 NORTHERN TELECOM LIMITED

May 1, 1985

Northern Telecom Limited

National Issue - Ontario

Offering 1,880,000 \$2.33 cumulative redeemable retractable Class A preferred shares Series 2 (non-voting) at a price of \$ * per share.

Underwriter: Dominion Securities Pitfield Limited

11.2.2 NORTHERN TELECOM LIMITED

Northern Telecom Limited

National Issue - Ontario

Offering * shares of cumulative redeemable Class A preferred shares Series 4 at a price of \$500,000 per share.

Underwriters: McLeod Young Weir Limited
Dominion Securities Pitfield Limited

11.2.3 TRANSCANADA PIPELINES LIMITED

May 3, 1985

TransCanada PipeLines Limited

National Issue - Ontario

Offering \$ * of * debentures, Series J (unsecured) at a price of \$\$* plus accrued interest, if any.

Underwriters: Nesbitt Thomson Bongard Inc.
Dominion Securities Pitfield Limited
McLeod Young Weir Limited
Wood Gundy Inc.

11.2.4 CROWNX INC.

May 6, 1985

Crownx Inc.

National Issue - Ontario

Offering \$50,000,000 of cumulative redeemable preferred shares, Series 2 at a price of \$25.00 per share to yield initially 9.375%.

Underwriters: Burns Fry Limited
Dominion Securities Pitfield Limited

11.2.5 TRILON FINANCIAL CORPORATION

Trilon Financial Corporation

National Issue - Ontario

Offering \$100,000,000 of floating rate Class II preferred shares Series 2 at a price of \$100 per share.

Underwriter: Dominion Securities Pitfield Limited

11.3 FINAL RECEIPTS ISSUED

11.3.1 ALBERTA ENERGY COMPANY LTD.

Alberta Energy Company Ltd.

Final receipt issued May 6, 1985 for a prospectus dated May 3, 1985 qualifying for sale 3,000,000 7.75% Deferred Convertible Redeemable Second Preferred Shares, Series 2 at \$25.00 per share. Net proceeds to the Company before deducting expenses of the issue will be \$72,300,000.

Underwriters: McLeod Young Weir
Dominion Securities Pitfield Limited
Midland Doherty Limited

11.3.2 ASSOCIATE INVESTORS LIMITED

Associate Investors Limited

Final receipt issued May 2, 1985 for a prospectus dated April 25, 1985 filed by Associate Investors Limited qualifying for sale in Ontario on a continuous basis Class A shares at net asset value.

Distributor: Registered Securities Dealers

11.3.3 CANADIAN GAS AND ENERGY FUND LIMITED

Canadian Gas and Energy Fund Limited

Final receipt issued May 2, 1985 for a prospectus dated April 30, 1985 qualifying mutual fund shares at net asset value.

Distributor: A.G.F. Management Limited

11.3.4 CANADA PERMANENT INVESTMENT FUND

Canada Permanent Investment Fund

A final receipt was issued May 3, 1985 for a prospectus dated May 1, 1985 qualifying mutual fund units at net asset value.

Distributor: Canada Permanent Trust Company

11.3.5 CANADIAN SECURITY GROWTH FUND LIMITED

Canadian Security Growth Fund Limited

Final receipt issued May 2, 1985 for a prospectus dated April 30, 1985 qualifying mutual fund shares at net asset value.

Distributor: A.G.F. Management Limited

11.4 CUNDILL SECURITY FUND

Cundill Security Fund

Final receipt issued May 3, 1985 for a prospectus dated April 29, 1985, offering mutual fund units at the net asset value plus a sales commission.

11.4.1 LA CAISSE CENTRALE DESJARDINS DU QUEBEC

La Caisse centrale Desjardins du Quebec

Final receipt issued May 2, 1985 for a prospectus dated April 30, 1985 filed by La Caisse centrale Desjardins du Quebec qualifying for sale in Ontario on a continuous basis Bearer Discount Notes and Short and Medium Term Certificates of Deposits at rates to be determined at the time of issue.

Agents: Merrill Lynch Canada Inc.
Wood Gundy Inc.

11.4.2 MONTHLY PAYMENT PORTFOLIO - SERIES I

Monthly Payment Portfolio - Series I
(formerly NT Monthly Payment Portfolio - Series I)

A final receipt was issued May 3, 1985 for a prospectus dated May 1, 1985 offering 16,000 monthly payment Trust units at \$521.20 per unit (minimum purchase of 2 units) to net the Trust a minimum of \$6,013,920 and a maximum of \$8,018,533 before deducting the expenses of the issue.

Agents: Nesbitt Thomson Bongard Inc.
Pemberton Houston Willoughby Incorporated

Promoter: Nesbitt Thomson Bongard Inc.

11.4.3 TRANS QUEBEC & MARITIMES PIPELINE INC.

Trans Quebec & Maritimes Pipeline Inc.

Final receipt issued May 3, 1985 for a prospectus dated May 1, 1985 filed by Trans Quebec & Maritimes Pipeline Inc., qualifying for sale in Ontario a secondary offering of \$85,000,000 11.7% First Mortgage Bonds Series C at 100 to 11.7%, none of the proceeds of which will accrue to the benefit of the Company.

Underwriter: Wood Gundy Inc.

11.4.4 ULTRAMAR CAPITAL CORPORATION

Ultramar Capital Corporation

Final receipt issued May 6, 1985 for the prospectus dated May 3, 1985 offering \$125,000,000 (1,250,000 shares) Cumulative Redeemable Retractable Floating Rate First Preferred Shares, Series 2.

Underwriter: Dominion Securities Pitfield Limited
Nesbitt Thomson Bongard Inc.

11.4.5 INVESTORS MONEY MARKET FUND

May 7, 1985

Investors Money Market

Final receipt issued May 7, 1985 for the Simplified Preliminary Prospectus and annual information form dated April 15, 1985.

11.5 POWER FINANCIAL CORPORATION

Power Financial Corporation

Final receipt issued May 7, 1985 for a prospectus dated May 7, 1985 qualifying for sale 1,000,000 common shares as a primary offering and 3,000,000 common shares as a secondary offering at \$27.375 per share. Net proceeds to the Company after commissions will be \$26,250,000.

Promoter: Power Corporation of Canada

Underwriters: Nesbitt Thomson Bongard Ltee
Dominion Securities Pitfield Limited
McLeod Young Weir Limited
Richardson Greenshields of Canada Limited
Wood Gundy Inc.

11.6 AMENDMENT RECEIVED

11.6.1 PRIMROSE TECHNOLOGY CORPORATION

May 1, 1985

Primrose Technology Corporation

Amendment No. 3 dated April 18, 1985, to the prospectus dated December 3, 1984 has been filed with the Commission.

11.7 RIGHTS OFFERING ACCEPTED

11.7.1 TERATO RESOURCES LTD.

May 6, 1985

Terato Resources Ltd.

Material acceptable to the Commission was filed May 6, 1985 pursuant to Sections 34(1)(14) and 71(1)(h) of the Securities Act (Ontario).

11.8 ANNUAL INFORMATION FORMS

11.8.1 GULF CANADA LIMITED

May 1, 1985

Gulf Canada Limited

An annual information form dated April 3, 1985 has been filed by Gulf Canada Limited. This is a refiling.

11.8.2 IVACO INC.

Ivaco Inc.

An annual information form dated April 29, 1985 has been filed by Ivaco Inc. This is a refiling.

11.8.3 BRITISH COLUMBIA FOREST PRODUCTS

May 2, 1985

British Columbia Forest Products

An annual information form dated April 18, 1985 has been filed by British Columbia Forest Products. This is a refiling.

11.8.4 TORSTAR CORPORATION

Torstar Corporation

An annual information form dated May 1, 1985 has been filed by Torstar Corporation. This is a refiling.

11.8.5 LAIDLAW TRANSPORTATION LIMITED

Laidlaw Transportation Limited

The First Annual Information Form dated April 30, 1985 filed by Laidlaw Transportation Limited has been accepted by the Commission.

11.8.6 PRUDENTIAL GROWTH FUND CANADA LIMITED

May 3, 1985

Prudential Growth Fund Canada Limited

An annual information form dated April 14, 1985 filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt issued May 3, 1985 for a Simplified Prospectus dated April 14, 1985 qualifying mutual fund shares at net asset value.

Distributor: Prudential Fund Management Canada Limited

11.8.7 CONTINENTAL MORTGAGE FUND

Continental Mortgage Fund

An annual information form, dated April 26, 1985, filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt issued May 3, 1985 for a Simplified Prospectus dated April 26, 1985 offering units at net asset value.

Distributor: United Investment Services Ltd.

11.8.8 EATON BAY VIKING FUND

Eaton Bay Viking Fund

An annual information form dated April 30, 1985 filed concurrently with the Simplified Prospectus has been accepted by the Commission.

Final receipt issued May 3, 1985 for a Simplified Prospectus dated April 30, 1985 qualifying mutual fund shares at net asset value plus a sales distribution premium.

Distributor: Eaton Bay Funds Management Limited and
registered brokers.

11.8.9 EATON BAY MONEY MARKET FUND

Eaton Bay Money Market Fund

An annual information form dated April 30, 1985 filed concurrently with the Simplified Prospectus has been accepted by the Commission.

Final receipt issued May 3, 1985 for a Simplified Prospectus dated April 30, 1985 qualifying mutual fund units at net asset value plus a sales distribution premium.

Distributor: Eaton Bay Funds Management Limited and
registered brokers.

11.8.10 EATON BAY INCOME FUND

Eaton Bay Income Fund

An annual information form dated April 30, 1985 filed concurrently with the Simplified Prospectus has been accepted by the Commission.

Final receipt issued May 3, 1985 for a Simplified Prospectus dated April 30, 1985 qualifying mutual fund units at net asset value plus a sales distribution premium.

Distributor: Eaton Bay Funds Management Limited and
registered brokers.

11.8.11 EATON BAY DIVIDEND FUND

Eaton Bay Dividend Fund

An annual information form dated April 30, 1985 filed concurrently with the Simplified Prospectus has been accepted by the Commission.

Final receipt issued May 3, 1985 for a Simplified Prospectus dated April 30, 1985 qualifying mutual fund shares at net asset value plus a sales distribution premium.

Distributor: Eaton Bay Funds Management Limited and
registered brokers.

11.8.12 EATON BAY COMMONWEALTH FUND LTD ET AL

May 6, 1985

Eaton Bay Commonwealth Fund Ltd.

Eaton Bay International Fund Ltd.

Eaton Bay Growth Fund Ltd.

Annual information forms dated April 16, 1985 filed concurrently with the Simplified Prospectus have been accepted by the Commission.

Final receipt issued May 6, 1985 for Simplified Prospectuses dated April 16, 1985 qualifying mutual fund shares at net asset value plus a sales distribution premium.

Distributor: Eaton Bay Funds Management and
registered brokers.

11.8.13 TRILON FINANCIAL CORPORATION

Trilon Financial Corporation

The first annual information form dated May 6, 1985 filed by Trilon Financial Corporation has been accepted by the Commission.

11.8.14 BOW VALLEY INDUSTRIES LTD.

Bow Valley Industries Ltd.

An annual information form dated March 28, 1985 has been filed by Bow Valley Industries Ltd. This is a refiling.

11.8.15 PLACER DEVELOPMENT LIMITED

Placer Development Limited

An annual information form dated May 2, 1985 has been filed by Placer Development Limited. This is a refiling.

11.8.16 INVESTORS INDEXED STOCK FUND

May 7, 1985

Investors Indexed Stock Fund

An annual information form dated April 30, 1985, filed concurrently with the Simplified Prospectus has been accepted by the Commission.

Final receipt issued May 7, 1985 for a Simplified Prospectus dated April 30, 1985 qualifying mutual fund units at net asset value.

Distributor: Investors Syndicate Limited

CHAPTER 12
REGISTRATIONS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 25
OTHER INFORMATION

25.1 RELEASE FROM ESCROW

25.1.1 CINEPLEX CORPORATION

May 2, 1985

Cineplex Corporation

The Commission hereby consents to the pro rata release from escrow of 458,723 common shares immediately, 344,043 common shares on June 20, 1985 and 344,043 common shares on June 20, 1986.

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The Ontario Securities Commission
administers the Securities Act of Ontario
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Act of Ontario (R.S.O. 1980, c. 78).

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OSC BULLETIN

VOLUME 8 #20/85

MAY 17, 1985

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CHAPTER 1

NOTICES/PRESS RELEASES

1.1 NOTICE

1.1.1 NEW APPOINTMENTS IN THE OSC

The Commission is pleased to announce the following appointments.

Susan I. McCallum, LL.B. was confirmed as Assistant Deputy Director (Legal) - Corporate Finance, effective April 15, 1985. Ms. McCallum holds a law degree from Queen's University and was called to the Bar in 1977. Ms. McCallum has worked as a Corporate Finance Solicitor since August 1980 and is currently on secondment to the Securities and Exchange Commission in Washington, D.C.

Jon-Jo Adam Douglas, M.A., LL.B. was confirmed as Senior Investigation Counsel, effective May 1, 1985. Mr. Douglas is a graduate of the University of Western Ontario and was called to the Bar in 1980. Mr. Douglas has worked as an Investigation Counsel since May, 1984.

Elizabeth M. Nash, B.A., LL.B, M.B.A. and Robert F. Kohl, B.A., LL.B., M.B.A. have joined the staff as Corporate Finance Solicitors effective April 29, 1985. Ms. Nash has a law degree and an M.B.A. from the University of Toronto and was called to the Bar in 1984. Mr. Kohl has a law degree from the University of Toronto, was called to the Bar in 1981 and has recently completed an M.B.A. at the University of Western Ontario.

1.2 UNIFORMITY COMMITTEE

UNIFORMITY COMMITTEE

At the meeting of the Canadian Securities Administrators held in Toronto on May 7-9, 1985, a Uniformity Committee, composed of the senior securities administrators of Ontario, Quebec, British Columbia and the Yukon, was established. The Committee's mandate is to make recommendations to the Administrators as to how increased uniformity among the provincial and territorial jurisdictions may be achieved with respect to legislation, policies, filings and procedures. Building on presently established areas of uniformity and administrative accords, the intention is to create a national system of securities regulation with uniform, compatible legislation and policies, and single filings with an eventual goal of electronic access and retrieval. Such a system would provide the benefits of an efficient national market, while allowing for provincial regulation with attention to local needs and requirements.

The Administrators also requested its Policy Advisory Committee to review the existing National and Uniform Act Policies and draft a revised set of National Policies. As part of its mandate, the Policy Advisory Committee will review local policies with a view to making them consistent with the revised National Policies. The Policy Advisory Committee will coordinate its work through the Uniformity Committee.

Members of the public are invited to indicate the particular areas in which increased uniformity would assist in the efficient operation of the securities market in order to assist the Committee in establishing its priorities. The Committee is particularly interested in areas where uniformity might be achieved fairly readily, such as uniform filing requirements and a single filing for insider trading reports.

Comments are to be forwarded by June 15, 1985 to:

Julie-Luce B. Farrell
Secretary to the Commission
Ontario Securities Commission
Suite 1800, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

1.3 BATTERYMARCH, CANADA

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF BATTERYMARCH: CANADA

NOTICE OF HEARING AND REVIEW

WHEREAS by letter dated November 26, 1984 Batterymarch:Canada, a partnership established under the laws of Ontario (the "Applicant"), applied to the Ontario Securities Commission (the "Commission") for registration as an adviser in categories of investment counsel and portfolio manager pursuant to section 28 of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act");

AND WHEREAS by letter dated May 9, 1985 the Deputy Director, Registration refused to grant such registration to the Applicant for the following reasons:

- (i) the Applicant proposed to use in Canada proprietary software associated with and developed by Batterymarch Financial Management, a sole proprietorship having its principal office at 600 Atlantic Avenue in Boston, Massachusetts;
- (ii) the sole partners of the Applicant, Ms. Tania Zouikin and Mr. Evan Schulman, have been associated with Batterymarch Financial Management either as employees or consultants; and
- (iii) an article has appeared in The Financial Post stating in effect, that Batterymarch Financial Management is establishing a business in Canada;

AND WHEREAS by letter dated May 9, 1985 the Applicant requested a hearing and review of the Deputy Director's decision by the Commission pursuant to subsection 8(2) of the Act;

NOW THEREFORE TAKE NOTICE that the Commission will hold a hearing at its offices on the 18th floor, 20 Queen Street West, Toronto, Ontario on Monday the 27th day of May, 1985 at the hour of 10:00 o'clock in the forenoon to consider the decision of the Deputy Director respecting the Applicant's application for registration as an adviser and to either confirm such decision or make such other decision as the Commission considers proper;

AND TAKE NOTICE that any party to the proceedings may be represented by counsel of his choice at the hearing if he attends or submits evidence thereat;

AND TAKE NOTICE that upon the failure of any party to attend at the time and place aforesaid, the hearing may proceed in his absence and he is not entitled to any further notice in the proceeding.

May 17, 1985.

"Julie-Luce B. Farrell"

1.4 PRESS RELEASE

1.4.1 G.L.F. TECHNOLOGIES INC.

May 14, 1985.

On April 18, 1985, an Information was laid in the Provincial Court, Toronto, charging Carl Pielsticker, Allan Sussman and Hersh Speigelman with 30 counts of trading in securities of G.L.F. Technologies Inc. without registration and one count of unlawfully trading in securities of G.L.F. Technologies Inc. where such trading was a distribution of securities without filing a Preliminary Prospectus and a Prospectus and obtaining receipts therefore from the Director of the Ontario Securities Commission.

These charges arise from an investigation which examined trading in the securities of G.L.F. Technologies Inc. from the period September 1, 1983 to September 1, 1984.

The accused persons are to appear at in the Provincial Court, Old City Hall, Toronto on May 28, 1985.

CHAPTER 2

DECISIONS, ORDERS AND RULINGS

2.1 MONENCO LIMITED

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER MONENCO LIMITED

ORDER

(Section 117(2) (a) (ii))

UPON the application of MONENCO LIMITED (the "Issuer"), a Company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") pursuant to section 117(2) (a) (ii) of the Securities Act, R.S.O. 1980, c.466, (the "Act");

AND UPON the Commission, pursuant to section 6 of the Act, having assigned to me the power to make an Order under section 117(2)a of the Act;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to section 117(2) (a) (ii) of the Act that the insiders of the Issuer be and hereby are exempted from the reporting requirements of section 102 of the Act with respect to the acquisition of securities of the Issuer through Stock Dividends provided that:

1. Each insider shall file by January 10th of each year a report in the form prescribed by section 102 of the Act disclosing therein any increase not previously reported in the holdings of such insider of securities through Stock Dividends during the twelve month period ending December 31st preceding such date; and
2. If any insider should dispose of securities acquired through Stock Dividends prior to reporting the acquisition thereof, such insider shall file a report in accordance with section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

May 9th, 1985.

"John F. Leybourne"

2.2 ROYNAT INC.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, C.466

AND

IN THE MATTER OF ROYNAT INC.

ORDER
(Section 117(2) (a) (ii))

UPON the application of ROYNAT INC. (the "Issuer"), a company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") pursuant to section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") and Commission Policy 10.1; for an order exempting certain of its insiders from the requirements of sections 102 and 104 of the Act;

AND UPON the Issuer having represented to the Commission that it does not have any major subsidiaries within the meaning of Commission Policy 10.1; and the Addendum thereto ("Major Subsidiaries") or any major affiliates ("Major Affiliates");

AND UPON the Commission pursuant to section 6 of the Act having assigned to me the power to make an order under section 117(2)(a) of the Act;

AND UPON being satisfied in the circumstances of this particular case there is adequate justification for making this Order, and the conditions herein seeming just and expedient;

IT IS ORDERED pursuant to section 117(2)(a)(ii) of the Act that the directors and senior officers of insider companies of the Issuer, excepting those hereinafter specified, be and they hereby are exempted from the requirements of sections 102 and 104 of the Act with respect to the Issuer;

AND IT IS FURTHER ORDERED that the exemptions contained in this Order do not apply to those directors and senior officers of insider companies of the Issuer:

1. who in the ordinary course receive knowledge of material facts or changes with respect to the Issuer prior to general disclosure of such facts or changes;
2. who are or become directors or senior officers of any Major Subsidiaries or Major Affiliates;

3. who are or become insiders of the Issuer by reason of subparagraphs 1(1)(17)(i) or (iii) of the Act; or
4. whom the Commission has by further order denied the exemptions contained in this Order;

AND IT IS FURTHER ORDERED that the following are conditions of this Order:

1. The Issuer shall maintain a continuous review of the senior officers and directors of its affiliated companies and shall advise the Commission promptly of any of them which become, or cease to be, exempted by this Order;
2. The Issuer shall, upon the request of the Commission or its staff furnish any information reasonably necessary to determine whether a senior officer or director of any affiliate is or is not exempted by this Order.

May 9th, 1985.

"John F. Leybourne"

2.3 CCL INDUSTRIES INC.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, C.466

AND

IN THE MATTER OF CCL INDUSTRIES INC.

ORDER
(Section 117(2) (a) (ii))

UPON the application of CCL INDUSTRIES INC. (the "Issuer"), a company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") pursuant to section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") and Commission Policy 10.1; for an order exempting certain of its insiders from the requirements of sections 102 and 104 of the Act;

AND UPON the Issuer having submitted to the Commission a list of its subsidiary companies which it represents as disclosing all its major subsidiaries within the meaning of Commission Policy 10.1; and the Addendum thereto ("Major Subsidiaries");

AND UPON the Commission pursuant to section 6 of the Act having assigned to me the power to make an order under section 117(2) (a) of the Act;

AND UPON being satisfied in the circumstances of this particular case there is adequate justification for making this Order, and the conditions herein seeming just and expedient;

IT IS ORDERED pursuant to section 117(2)(a)(ii) of the Act that the directors and senior officers of the subsidiaries of the Issuer, excepting those hereinafter specified, be and they hereby are exempted from the requirements of sections 102 and 104 of the Act with respect to the Issuer;

AND IT IS FURTHER ORDERED that the exemptions contained in this Order do not apply to those directors and senior officers of subsidiaries of the Issuer:

1. who in the ordinary course receive knowledge of material facts or changes with respect to the Issuer prior to general disclosure of such facts or changes;
2. who are or become directors or senior officers of any of the Major Subsidiaries;
3. who are or become insiders of the Issuer by reason of subparagraphs 1(1)(17)(i) or (iii) of the Act; or

4. whom the Commission has by further order denied the exemptions contained in this Order;

AND IT IS FURTHER ORDERED that the following are conditions of this Order:

1. The Issuer shall maintain a continuous review of the senior officers and directors of its subsidiary companies and shall advise the Commission promptly of any of them which become, or cease to be, exempted by this Order;
2. The Issuer shall, upon the request of the Commission or its staff furnish any information reasonably necessary to determine whether a senior officer or director of any subsidiary is or is not exempted by this Order.

May 9th, 1985.

"John F. Leybourne"

2.4 CYMBAL EXPLORATIONS INC.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF CYMBAL EXPLORATIONS INC.

ORDER
(Subsection 79(b)(iii) - O.S.C. POLICY 2.6)

UPON the application of CYMBAL EXPLORATIONS INC. (the "Issuer"), a company incorporated under the laws of Ontario to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection 79(b)(iii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") and Commission Policy 2.6 exempting the Issuer from the requirements of sections 76 and 78 of the Act;

AND UPON the Commission, pursuant to section 6 of the Act, having assigned to me the power to make such an order where a reporting issuer satisfies me that it is dormant or inactive in the sense used in Commission Policy 2.6;

AND UPON being satisfied that to do so would not be prejudicial to the public interest and that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to subsection 79(b)(iii) of the Act that the Issuer be and hereby is exempted from filing with the Commission and sending to holders of its securities interim financial statements;

AND IT IS FURTHER ORDERED that these exemptions shall terminate thirty days after the occurrence of a material change in the Issuer's affairs unless the Issuer satisfies the Commission that such exemptions should continue.

May 9th, 1985.

"John F. Leybourne"

2.5 FALCONBRIDGE LIMITED

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, C. 466

AND

IN THE MATTER OF FALCONBRIDGE LIMITED

ORDER
(Section 117(2) (a) (ii))

UPON the application of FALCONBRIDGE LIMITED (the "Issuer"), a company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") pursuant to section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") and Commission Policy 10.1; for an order exempting certain of its insiders from the requirements of sections 102 and 104 of the Act;

AND UPON the Issuer having submitted to the Commission a list of its affiliated companies which it represents as disclosing all its major subsidiaries within the meaning of Commission Policy 10.1; and the Addendum thereto ("Major Subsidiaries") and all its major affiliates ("Major Affiliates");

AND UPON the Commission pursuant to section 6 of the Act having assigned to me the power to make an order under section 117(2) (a) of the Act;

AND UPON being satisfied in the circumstances of this particular case there is adequate justification for making this Order, and the conditions herein seeming just and expedient;

IT IS ORDERED pursuant to section 117(2)(a)(ii) of the Act that the directors and senior officers of the subsidiaries and affiliates of the Issuer, excepting those hereinafter specified, be and they hereby are exempted from the requirements of sections 102 and 104 of the Act with respect to the Issuer;

AND IT IS FURTHER ORDERED that the exemptions contained in this Order do not apply to those directors and senior officers of subsidiaries and affiliates of the Issuer:

1. who in the ordinary course receive knowledge of material facts or changes with respect to the Issuer prior to general disclosure of such facts or changes;
2. who are or become directors or senior officers of any of the Major Subsidiaries and Major Affiliates;

3. who are or become insiders of the Issuer by reason of subparagraphs 1(1)(17)(i) or (iii) of the Act; or
4. whom the Commission has by further order denied the exemptions contained in this Order;

AND IT IS FURTHER ORDERED that the following are conditions of this Order:

1. The Issuer shall maintain a continuous review of the senior officers and directors of its affiliated companies and shall advise the Commission promptly of any of them which become, or cease to be, exempted by this Order;
2. The Issuer shall, upon the request of the Commission or its staff furnish any information reasonably necessary to determine whether a senior officer or director of any affiliate is or is not exempted by this Order.

May 9th, 1985.

"John F. Leybourne"

2.6 THE BOARD OF TRADE INVESTMENT FUND

Headnote

S.73 - Distributions of an unincorporated issuer's securities were ruled exempt from the requirements of sections 24 and 52 of the Act, subject to certain conditions.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466

AND

IN THE MATTER OF THE BOARD OF TRADE INVESTMENT FUND

RULING
(Section 73)

UPON the application of the Board of Trade Investment Fund (the "Fund"), a division of the Ottawa-Carleton Board of Trade (the "Board of Trade"), to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, c.466 (the "Act") that proposed distributions of securities by the Fund are not subject to section 24 or 52 of the Act;

AND UPON it being represented to the Commission that:

1. the Fund was originally formed as a private investment club in January, 1984 and is an unincorporated division of the Board of Trade;
2. the membership of the Fund currently consists of 85 individuals who each invest a minimum of Fifty Dollars (\$50.00) per month;
3. the affairs of the Fund are managed by a board of five directors who are appointed by the board of directors of the Board of Trade;
4. the board of directors of the Fund retains registered investment counsel and a registered investment dealer to advise on trades and investments and to carry out the investments on behalf of the members of the Fund, which investments are limited to those authorized by the Pension Benefits Act (Ontario).
5. the Fund maintains a separate account for each member to which is credited all amounts received from such member, except the entrance fee, together with all securities purchased by the Fund with amounts invested by the member and any interest or dividends received in respect thereof.
6. the Fund provides to each member, quarterly, a report detailing the status of the member's account, and upon withdrawal from the Fund, a member is entitled to receive those securities purchased for the member's account and any cash balance;

7. the Fund proposes to file with the Commission and to deliver to each member an explanatory memorandum outlining the constitution, management and operation of the Fund in substantially the form accompanying the Fund's application, but subject to such amendments as may be made necessary by the proposals hereinafter recited;
8. the Fund further proposes to amend its constitution and bylaws to limit its membership to those persons who are currently members of the Fund, and to admit no new members to the Fund;
9. the Fund proposes to convene quarterly meetings of its members, with the Fund's investment counsel and investment dealer in attendance, in order to review investment policies of the Fund and to allow the members to approve in advance all proposed investments by the Fund; and
10. the Fund proposes to require all of its members to enter into direct contractual agreements with the Fund's investment counsel and investment dealer in respect of the services to be provided by said investment counsel and investment dealer to the members.

AND UPON reading the application and the amendments thereto, and the recommendation of the staff of the Commission;

AND UPON the Commission being satisfied that to grant this ruling would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to section 73(1) of the Act that the proposed distributions of securities by the Fund are not subject to sections 24 and 52 of the Act, provided that this ruling shall not have any force or effect until such time as:

- (i) the constitution and by-laws of the Fund are amended to limit the membership of the Fund to those persons who are currently members and to provide for quarterly meetings of the members of the Fund to review the Fund's investment policies and to approve in advance all proposed investments by the Fund;
- (ii) the members of the Fund enter into direct contractual agreements with the registered investment counsel and registered investment dealer currently retained by the directors of the Fund;
- (iii) the Fund files with the Commission and delivers to each current member of the Fund an explanatory memorandum, outlining the constitution, management and operation of the Fund, in substantially the form accompanying the Fund's application, but subject to such amendments as are made necessary by the conditions in paragraphs (i) and (ii), above; and
- (iv) the Fund delivers to the Commission a certificate, executed by two directors of the Fund on behalf of the board of directors of the Fund, certifying that the Fund has fully complied with the conditions set out in paragraphs (i), (ii) and (iii), above;

and provided further that, except for such changes as are made necessary by compliance with the conditions in paragraphs (i) and (ii) above, no material change occurs in the constitution, by-laws, method of operation, structure or affairs of the Fund, without the prior consent of the Commission.

May 7, 1985.

"Charles Salter"

"David C. H. Stanley"

2.7 CCL INDUSTRIES INC. ET AL

Headnote

Section 73 - Ruling by the Commission that securities of reporting issuer to be issued in exchange for approximately 16.5% of the issued and outstanding common shares of a private company shall not be subject to sections 24 and 52 of the Act, provided that the first trades in the securities of the reporting issuer are made in accordance with subsection 71(5) of the Act and section 18a of the regulations to the Act and the reporting issuer provides a copy of this ruling to the four shareholders of the private company acquiring the securities of the reporting issuer.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF CCL INDUSTRIES INC.

AND

IN THE MATTER OF ADVANCED EXTRUSIONS LIMITED,
RICHARD ZAKAIB, ALBERT GORAB,
YOUNES HOLDING LIMITED AND RAMI YOUNES

RULING
(Section 73(1))

UPON the application of CCL Industries Inc. ("CCL") to the Ontario Securities Commission (the "Commission") for a ruling under subsection 73(1) of the Securities Act, R. S. O. 1980, c.466, as amended (the "Act") that the proposed issuance of a certain number of non-voting Class B Shares of CCL to Richard Zakaib, Younes Holding Limited, Rami Younes and Albert Gorab (the "Exchanging Shareholders") shall not be subject to sections 24 and 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it being represented to the Commission that:

- (a) CCL is a corporation continued under the laws of Canada, is a reporting issuer under the Act and has been since May, 1980 and, as at April 3, 1985, had an issued capital of 2,554,045 Class A Shares and 12,287,898 non-voting Class B Shares;
- (b) Advanced Extrusions Limited ("AEL") is a private company, as defined in the Act, and was continued under the laws of the Province of Ontario;
- (c) The Exchanging Shareholders are owners of common shares of AEL;

- (d) AEL, the Exchanging Shareholders and CCL propose to enter into a series of transactions, the final result of which will be that:
- (i) the Exchanging Shareholders will sell in the aggregate approximately 16.5% of the issued and outstanding common shares of AEL to CCL and CCL will as consideration therefor issue to the Exchanging Shareholders a certain number of non-voting Class B Shares of CCL;
 - (ii) immediately following the transaction referred to in paragraph (i), AEL will sell all of its assets and undertaking to 122823 (Canada) Limited ("122823"), all of the issued and outstanding voting shares of which will be owned by CCL; and
 - (iii) each of Richard Zakaib, Albert Gorab and Rami Younes will be employed by 122823 and one or more of them may be appointed officers, directors or both of 122823;

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to subsection 73(1) of the Act that the proposed issuance of non-voting Class B Shares of CCL to the Exchanging Shareholders in consideration for the sale to CCL of up to approximately 16.5% of the issued and outstanding common shares of AEL shall not be subject to sections 24 and 52 of the Act, provided that:

1. The first trades in each of the non-voting Class B Shares acquired pursuant to this ruling by each of the Exchanging Shareholders shall be made in accordance with the provisions of subsection 71(5) of the Act and the provisions of the regulations to the Act relating thereto, including, without limitation, section 18a of the regulations, as if such non-voting Class B Shares had been acquired by them pursuant to an exemption referred to in subsection 71(5) of the Act; and
2. CCL shall provide to each of the Exchanging Shareholders a copy of this Ruling.

May 8, 1985.

"Charles Salter"

"R. J. Kane"

CHAPTER 3

REASONS: DECISIONS, ORDERS, RULINGS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 4

CEASE TRADING ORDERS - SECTION 123

4.1 TEMPORARY CEASE TRADING ORDERS

4.1.1 PREMIUM EQUITY CORPORATION

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF PREMIUM EQUITY CORPORATION

TEMPORARY ORDER
(Section 123)

UPON having been assigned the duties vested in the Commission to issue orders under section 123(3) of the Securities Act, R.S.O. 1980, c.466 (the "Act") pursuant to section 3(2) of the Act;

AND UPON being advised by Commission staff that insufficient information concerning the present operations of PREMIUM EQUITY CORPORATION is available to the public;

AND UPON being of the opinion that the length of time required for a hearing could be prejudicial to the public interest, and that to make this order is in the public interest;

IT IS ORDERED pursuant to the provisions of section 123(3) of the Act that all trading in securities of PREMIUM EQUITY CORPORATION shall cease forthwith for a period of fifteen days from the date hereof.

April 30th, 1985.

"R. J. Kane"

4.1.2 GASLITE PETROLEUM LTD.

4.1.3 MACQUEST RESOURCES LTD.

GASLITE PETROLEUM LTD.
MACQUEST RESOURCES LTD.

Temporary cease trading order issued May 14, 1985, with respect to each company for failure to make statutory filings. Statutory hearings May 28, 1985, at 10:00 a.m.

4.2 RESCINDING ORDERS

4.2.1 HURON BRUCE MINES LIMITED

HURON BRUCE MINES LIMITED

The cease trading order dated October 17, 1972, and continued October 31, 1972, is rescinded May 10, 1985, the company being now up to date with its filings.

4.2.2 TECO MINES AND OILS LIMITED

TECO MINES AND OILS LIMITED

The cease trading order dated December 20, 1974, and continued January 3, 1975, is rescinded May 10, 1985, the company being now up to date with its filings.

4.2.3 ACTIFUND LIMITED

ACTIFUND LIMITED

The cease trading order dated March 27, 1985, was rescinded April 9, 1985, the company being now up-to-date with its filings.

CHAPTER 5
POLICIES (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 6

REQUESTS FOR COMMENTS

6.1 UNIFORMITY COMMITTEE

UNIFORMITY COMMITTEE

At the meeting of the Canadian Securities Administrators held in Toronto on May 7-9, 1985, a Uniformity Committee, composed of the senior securities administrators of Ontario, Quebec, British Columbia and the Yukon, was established. The Committee's mandate is to make recommendations to the Administrators as to how increased uniformity among the provincial and territorial jurisdictions may be achieved with respect to legislation, policies, filings and procedures. Building on presently established areas of uniformity and administrative accords, the intention is to create a national system of securities regulation with uniform, compatible legislation and policies, and single filings with an eventual goal of electronic access and retrieval. Such a system would provide the benefits of an efficient national market, while allowing for provincial regulation with attention to local needs and requirements.

The Administrators also requested its Policy Advisory Committee to review the existing National and Uniform Act Policies and draft a revised set of National Policies. As part of its mandate, the Policy Advisory Committee will review local policies with a view to making them consistent with the revised National Policies. The Policy Advisory Committee will coordinate its work through the Uniformity Committee.

Members of the public are invited to indicate the particular areas in which increased uniformity would assist in the efficient operation of the securities market in order to assist the Committee in establishing its priorities. The Committee is particularly interested in areas where uniformity might be achieved fairly readily, such as uniform filing requirements and a single filing for insider trading reports.

Comments are to be forwarded by June 15, 1985 to:

Julie-Luce B. Farrell
Secretary to the Commission
Ontario Securities Commission
Suite 1800, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

CHAPTER 7
INSIDER TRADING REPORTS

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security, the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly, the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP	(appearing after the name reported)
"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

- No Symbol - Securities are beneficially owned directly.
- Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

- | | | | |
|------------|----------------------------|-----|------------------------------|
| No Symbol- | purchase or sale | "M" | - internal |
| "A" | - bequest or inheritance | "Q" | - qualifying shares |
| "C" | - compensation | "R" | - redeemed (called, matured) |
| "E" | - exchange or conversion | "T" | - stock dividend |
| "F" | - exercise of rights, etc. | "V" | - stock split |
| "G" | - gift | "X" | - exercise of option |
| "IR" | - initial report | "Z" | - distribution |

*Returned for reconciliation purposes.

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ABERFORD RESOURCES LTD	Dofasco Inc.	ABERFORD RES LTD	B	May/85	IR			2062478
ABITIBI-PRICE INC.	Bell, Thomas Johnston	ABITIBI PRICE INC	DS	May/85	V	200		300
	Olympia & York Developments Limited 465171 Ontario Limited Olympia & York Holdings Corporation		B	May/85	V 1	3818684		5728026
	Tory, John Arnold			May/85	V 1	35934850		53902275
AGF MANAGEMENT LIMITED	A.G.F. Management Limited	A G F MGMT LTD CL B PFD	D	Apr/85	T	34		4059
	Gray, Kenneth John	AGF MANAGEMENT LTD A G F MGMT LTD CL B PFD	DSB	Apr/85	R	1000	1000	---
	Jerred, Yvonne Clair			Apr/85		1000		610
	Turner, Mary Josephine		S	Apr/85		1500		96672
AGRA INDUSTRIES LIMITED	Beach, Dexter H.C. RRSP Wife	AGRA INDS LTD CL A VTG	S	Apr/85		600		4550
	Beach, Dexter H.C. RRSP Wife	AGRA INDUSTRIES CL B NON-VTG	D	Apr/85			4000	2600
	Dittmer, Robert G.	AGRA INDS LTD. CLASS B	S	Apr/85	X	5000		28058
	Kool Beverages Ltd.			Apr/85				---
	Hamer, Joseph Samuel Family Trust Wife		D	Apr/85			4000	7149
	Soloninka, Harry	AGRA INDS LTD CL A VTG	S	Apr/85	X	20000		24058
	Tenenbaum, Harvey RRSP		S	Apr/85	X	3200		---
	Tenenbaum, Harvey RRSP	AGRA INDS LTD. CLASS B	S	Apr/85	X	3200		7149
ALBERTA NATURAL GAS COMPANY LTD.	Sanderson, Harold B.	ALBERTA NAT GAS CO	S	Apr/85			5700	---
ALLIED CORPORATION	Barter, John W. Savings Plan	ALLIED CORP	S	Mar/85	Z	67		12366
AMCO INDUSTRIAL HOLDINGS LIMITED	Gordon, Stuart Nicholson	AMCO INDUS HOLDINGS CL A	D	Mar/85	1	40		4393
AMERICAN EXPRESS COMPANY	Safra, Edmond J. Amended	AMERICAN EXPRESS CO	D	Apr/85		50000		8866
	Saban S.A. Saban S.A. and Republic Holdings S.A.	AMERICAN EXPRESS CO WT		Mar/85	1		20500	4393
AMERICAN OAKWOOD ENERGY LTD	Ekstrom, Brian S.	AMERICAN OAKWOOD ENERGY LTD	DS	Apr/85		50000		8500
ANYOX METALS LIMITED	Celotti, Gus V. Indirect Holding	ANYOX METALS LTD	D	Apr/85			5400	139749
				Apr/85				1014333
				Apr/85				553383
				Apr/85				147500
				Apr/85				6100

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ASAMERA INC.	Dunne, Peter P.	ASAMERA INC	S	Apr/85		100		100
AUDAX GAS & OIL LTD.	Axford, Donald Wynn	AUDAX GAS & OIL LTD	D	Apr/85		500		500
	J.S.E. Enterprises Ltd W.H.A. Clow			Apr/85	1	10000		40000
AUGDOME CORPORATION LIMITED	Bishop, Percy Wiley	AUGDOME CORP LTD	DS	Apr/85		33750		185657
	Gerol, Basil		DS	Apr/85		32000		32050
BALFOUR CHANNEL RESOURCES INC.	Cooper, Murray	BALFOUR CHANNEL RES INC	S	Apr/85	IR			1
	Golla, James I.		S	Apr/85	IR			2
BANK OF ALBERTA	Li, Ronald F.S.	BANK OF ALBERTA	D	Mar/85		46200		245900
	A. Suriawinata			Apr/85		8200		10000
	Sun Poh Shing Finance Co. Ltd.			Apr/85	1			20000
BANK OF BRITISH COLUMBIA	Lam, David See Chai	BANK B C	D	Apr/85	T	85		
	Floribunda			Apr/85		4300		9585
	Philanthropic Society			Apr/85	1			170833
	Lam, Dorothy			Apr/85	T	52		2152
BANK OF NOVA SCOTIA, THE	Meinig, Walter Paul	BANK NOVA SCOTIA	S	Apr/85			411	---
BARBECON INC.	Abitibi-Price Inc.	BARBECON INC CL A BARBECON INC CL B CONV	B	Apr/85		8251		2174413
				Apr/85		3525		2385524
BEAVERHEAD RESOURCES LTD.	Falconer, Ian Archie	BEAVERHEAD RES LTD	D	Mar/85	X	25000		26000
BELL CANADA	Bell Canada Enterprises Inc.	BELL CANADA	B	Apr/85		20		
	Qualifying Shares			Apr/85	1		10	197331340
				Apr/85	1			160
	Robertson, H. Locke		D	Apr/85			10	---
	Tropea, Orland		DS	Apr/85			10	---
	Wright, Douglas T.		D	Apr/85	IR			10
BELL CANADA ENTERPRISES INC.	Beaumont, Leonard C. Dividend Program	BELL CDA ENTERPRISES INC	SI	Apr/85	1	3		83
	Bernard, Jean A.		SI	Apr/85			111	100
	Boutin, Andre J. Dividend Reinvestment and Stock Purchase Plan		SI	Apr/85	T 1	3		14
				Apr/85	T 1	5		38
	Hall, Denis C. Dividend Reinvestment and Stock Purchase Plan		DI	Apr/85	T 1	24		967
	Kenedi, Robert Dividend Reinvestment and Stock Purchase Plan		B	Apr/85				46
				Apr/85	T 1	1		13
	Light, Walter Frederick Dividend Reinvestment and Stock Purchase Plan		DI	Apr/85	T 1	34		1246
	Lotochinski, Eugene B. Dividend Reinvestment and Stock Purchase Plan		SI	Apr/85	T 1	60		1875

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BOW VALLEY INDUSTRIES LTD	MacDonald, John D. Dividend Reinvestment and Stock Purchase Plan	BOW VALLEY RES 8 1/2% CL B PFD	DI	Apr/85	T 1	12		416
	McClean, Robert Dividend Reinvestment and Stock Purchase Plan		SI	Apr/85	T 1	5		336
	Morin, Gilles Reinvestment and Stock Purchase Plan		SI	Apr/85	T 1	2		147
	Noble, Donald A. Dividend Reinvestment and Stock Purchase Plan		SI	Apr/85	T 1	1		23
	Sadler, A. Graham Dividend Reinvestment and Stock Purchase Plan		SI	Apr/85	T 1	5		355
	Sullivan, Daniel E. Stock Dividend Program		DI	Apr/85	T 1	2		148
	Tavner, Bruce Henry Dividend Reinvestment and Stock Purchase Plan		SI	Apr/85	T 1	10		343
	Walters, D. Wynn Dividend Reinvestment and Stock Purchase Plan		SI	Apr/85	T 1	29		1035
	Watt, Robert R. Dividend Reinvestment and Stock Purchase Plan		SI	Apr/85	T 1	9		20
	Webster, Harry L. Dividend Reinvestment and Stock Purchase Plan Stock Dividend Program		SI	Apr/85 Apr/85 T 1 T 1	T 1 T 1	16 46		1073 886
BOW VALLEY RESOURCE SERVICES LTD.	Wilson, Lynton Ronald	BOW VALLEY INDS LTD	D	May/85	IR			200
	Raymond, James David Amended Indirect Holdings		D	Jul/84	1			36185
BRAMALEA LIMITED	Ludwick, Arnold Martin	BRAMALEA LTD	DDI	Apr/85		20000		20000
	Raymond, James David		D	Apr/85		10000		10000
	Cockwell, Jack L. Indirect Holding		DI	Apr/85	IR1			2000
	Field, Kenneth E. 1975 Employee Share Purchase Plan		S	Apr/85		90283		101511
	1983 Employee Share Purchase Plan			Apr/85	1		85252	---
	Pattison, Bruce D. 1975 Employee Share Purchase Plan		S	Apr/85	1		2331	166141
	1979 Employee Share Purchase Plan			Apr/85		35733		51142
	Simon, Charles Control		S	Apr/85	1		35733	---
	Swirsky, Benjamin		S	Apr/85 Apr/85 M 1 M 1		747	747	36171 --- 2253
				Apr/85		2700		354306

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BRAMALEA LIMITED (Continued)	Tyitian, Edward S.	BRAMALEA LTD	S	Apr/85			1500	---
BRASCAN LIMITED	Goodman, Edwin Alan	BRASCAN LTD CL A ORD CONV	D	Apr/85	IR			240
BRITISH COLUMBIA RESOURCES INVESTMENT CORPORATION	Beneteau, Basil A.	B C RES INVT CORP	D	May/85	IR			1000
BRUNSWICK MINING AND SMELTING CORPORATION LIMITED	Irving, Kenneth Colin Atlantic Coast Copper Corporation Limited First Maritime Mining Corporation Limited FMN Company Limited Irving Oil Limited J.D. Irving Limited K.C. Irving Limited Key Anacon Mines Limited	BRUNSWICK MNG & SMLT LTD	BDISI	Mar/85	T 1	2302		478228
				Mar/85	T 1	8811		1830750
				Mar/85	T 1	6138		1275619
				Mar/85	T 1	3144		653235
				Mar/85	T 1	3651		758430
				Mar/85	T 1	7865		1833268
				Mar/85	1			509400
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	Cadillac Fairview Corporation Limited, The	CADILLAC FAIRVIEW PREF SRS A	S	Apr/85		53100	53100	---
				Apr/85	R			2485690
	Kolber, Ernest Leo	CADILLAC FAIRVIEW LTD	DSDISI	Apr/85		1953		
	Raymond, James David		DSDISI	Apr/85	T	1171		143541
	wife	CADILLAC FAIRVIEW LTD WT		Apr/85		10000	25000	---
				Feb/85	1		2000	---
CAE INDUSTRIES LTD.	Gelinas, Andre A. Indirect Holding	C A E INDS LTD	DI	Feb/85				100
				Feb/85	1		75	125
				Apr/85	1		50	
	Hansell, Kenneth L.		DI	Mar/85	T	105	5000	30690
				Apr/85				
CALGROUP GRAPHICS CORPORATION LTD.	Stirling, John M.	CALGROUP GRAPHICS CORP LTD	DS	Apr/85		50000	24000	154500
				Apr/85				
CAMINDEX MINES LIMITED	Mackenzie, Alexander Douglas	CAMINDEX MINES LTD	DS	Apr/85			70000	350136
CAMPBELL RESOURCES INC	Jenkins, Jon	CAMPBELL RES INC	S	Mar/85		277		2173
	Raymond, James David wife		D	Apr/85		4000		84194
				Apr/85	1			12200
	Raymond, James David	CAMPBELL RES INC PFD SER 2	D	Apr/85		1500		4500
		CAMPBELL RES INC PFD SER 4		Apr/85		875		4375
		CAMPBELL RES INC	S	Apr/85			300	2550
	Strasser, J. Gordon	CANADA DEVEL CORP CL B PREF	S	Mar/85		4500		4500
CANADA DEVELOPMENT CORPORATION	Owen, Daniel P.	CANADA PACKERS INC		Apr/85		900		---
CANADA PACKERS INC.	Canada Packers Inc.			Apr/85	R		900	
CANADA TRUSTCO MORTGAGE COMPANY, THE	Manufacturers Life Insurance Company, The Control or Direction Dominion Life Insurance Co.	CANADA TRUSTCO MTG CO	B	Apr/85		650000		6311506
				Apr/85	1			99000
				Apr/85	1			59312
CANADIAN IMPERIAL BANK OF COMMERCE	Gerstein, Bertrand	CDN IMP BK COMM	D	Mar/85		1000		1250
		CDN IMP BK COMM WT		Mar/85		500		500

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADIAN IMPERIAL BANK OF COMMERCE (Continued)	Kenyon, Andrew G.	CDN IMP BK COMM	S					
	Plentl, Rainer	CDN IMP BK COMM WT		Apr/85 Apr/85		1500 800		1500 800
	Hantho, Charles Harold	CDN IMP BK COMM C.I.B.C. CL A PFD	S	Apr/85 Apr/85		1700		300 1700
CANADIAN PACIFIC ENTERPRISES LIMITED		CANADIAN PAC ENTERPRISES LTD	DI					
CANADIAN PACIFIC LIMITED	Milner, Stanley A.	CANADIAN PAC LTD	D	Apr/85	IR			600
	Reekie, Charles Douglas		D	Apr/85			5000	4000
CANADIAN TIRE CORPORATION LIMITED	Kron, John W.	CANADIAN TIRE LTD CL A	DS	May/85	IR			2000
	Family Holding Co.			Apr/85 Apr/85 Apr/85		5323		128886 2030 6600
CANADIAN UTILITIES LIMITED	Southern, Ronald D. Sentgraf Enterprises Ltd	TRANSALTA UTILS CORP WT	D	Apr/85	I			14200
CANE CORPORATION	Pollock, John Albon Jonpol Explorations Limited Jonpol Investments Ltd.	CANE CORP	DS	Apr/85			32000	5029
CARLING GOLD RESOURCES INC.	Dubblesteyne, Helen M.	CARLING COPPER MINES LTD	S	Apr/85 Apr/85	I I	50200		221200 5000
CARLING O'KEEFE LIMITED	Crichton-Brown, Robert Qualifying Share	CARLING OKEEFE LTD	D	Apr/85		10000		37000
CARRIAGE SMALL BUSINESS VENTURES INCORPORATED	Bota, William	CARRIAGE BUSINESS INCORP	D	May/85	IRI			1
	Lam, Wai P.	CARRIAGE BUSINESS INCORP CL B		Apr/85 Apr/85	IR IR			50000 1582
	Lee, Johnathan S. C.	SECURITIES	D	Apr/85	IR			---
	Lee, Tony	CARRIAGE BUSINESS INCORP	B	Apr/85 Apr/85		4323		120000 4323
	Lewis, George K.	CARRIAGE BUSSINESS INCORP CL B	DS	Apr/85	IR			2000
	Ng, C'Aik Siam	CARRIAGE BUSINESS INCORP	D	Apr/85			10000	3000
CASSIDY'S LIMITED	Continental Manufacturers Canada Ltd. Indirect Holding	CARRIAGE BUSSINESS INCORP CL B CASSIDYS LTD	B	Apr/85 Apr/85		5000		150000 5000
CCL INDUSTRIES INC.	Simpson, Peter Cameron Indirect Holding	C C L INDS INC CL B	S	Apr/85 Apr/85	I I	10000		775530 2000
CELANESE CANADA INC.	Brownlie, Ian T.	CELANESE CDA INC	SI	Apr/85 Apr/85			5000	4000 2334
CHARTER INDUSTRIES (1982) LTD	Fox, Gordon International Factors Corp.	CHARTER INDS (1982) LTD	D	May/85	IR			2
				Mar/85				35450
CHARTER OIL COMPANY LIMITED	Kippen, Bruce W. 98267 Canada Limited	CHARTER OIL LTD	S	Mar/85 Apr/85	I I	300 550		502405
CINEPLEX CORPORATION	Bronfman, Charles Rosner	CINEPLEX CORP CINEPLEX CORP PREF	SI	Apr/85 Apr/85	I I	160000 181300	7000	--- 316250 316250

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CINEPLEX CORPORATION (Continued)	Fingold, David B. Indirect Holding	CINEPLEX CORP PREF	D	Apr/85 Apr/85	1	400		50400 682078
	Kolber, Ernest Leo 87215 Canada Ltd.	CINEPLEX CORP	DISI	Apr/85 Apr/85	1	65800		222050 53750
	Kolber, Ernest Leo 87215 Canada Ltd. Wife	CINEPLEX CORP PREF	DISI	Apr/85 Apr/85 Apr/85	1 1	106700		209200 21500 80000
	Raymond, James David Rayjad Investments Inc.	CINEPLEX CORP	SI	Apr/85 Apr/85	1	65800		247050 32500
COMINCO LTD.	Raymond, James David Rayjad Investments Inc.	CINEPLEX CORP PREF	SI	Apr/85 Apr/85	1	221700		394200 12900
	Johnston, David L. Savings and Stock Purchase Plan	COMINCO LTD	S	Apr/85			210	---
				Apr/85	1			2487
COMMERCIAL OIL AND GAS LTD.	Oughtred, George W. Indirect Holding	COMMERCIAL OIL & GAS LTD	S	Apr/85 Apr/85	1	19900		1600000 100000
	Goldberg, Jeffrey A.	COMPU-HOME SYSTEMS	DSB	Apr/85 Apr/85 Apr/85 Apr/85		31200	20000	11200 2900000 238000
COMPUTER INNOVATIONS DISTRI- BUTION INC.	Aronaho, Kauko Savings Plan	COMPU-HOME SYSTEM PREF		Apr/85 Apr/85	1	400		2000 1770
	Groenewald, James N. 474312 Ont. Ltd. Personal Trust RRSP Savings Plan	COMPUTER INNOVATIONS	S	Apr/85 Apr/85 Apr/85 Apr/85 Apr/85	1 1 1 1			61416 87000 3300 7000 1528
	Oliver, Ernest Victor Savings Plan		S	Apr/85	1	369		2015
	Yeates, James Deborah Anne Yeates Employee Purchase Plan Purchase Plan Trust RRSP		S	Apr/85 Apr/85 Apr/85 Apr/85 Apr/85	1 1 1 1	682		45000 100 2577 123566 4100
COMTECH GROUP INTERNATIONAL LIMITED	Houston, James E Children	COMTECH GROUP INTL LTD		May/85 May/85	1		100	363100 2000
	Cadesky, Frank Cadre Corporation	CONCHO RESOURCES & ENERGY CONCHO RES & ENERGY INC PREF	B	Apr/85 Apr/85	1 1	500		4800 500000
CONSOLIDATED RAMBLER MINES LIMITED	Consolidated Rambler Mines Limited	CONS RAMBLER MINES LTD		Apr/85		21800		86200
	Toyobo Company Ltd.	CONSOLTEX CDA INC	B	Apr/85			680720	---
	Harris, Richard J. Share Benefit Plan	CORRIDA OILS LTD	DS	Apr/85 Apr/85	1	10278		547186 179458
	McKenzie, Ralph Alexander Share Benefit Plan		DS	Apr/85 Apr/85	1	6304		307450 110078
CORRIDA OILS LTD.	Wellhauser, Frederic Jean		DS	Apr/85				430407

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CORRIDA OILS LTD. (Continued)	Wellhauser, Frederic Jean Share Benefit Plan	CORRIDA OILS LTD	DS	Apr/85	1	8041		140390
COSEKA RESOURCES LIMITED	Payton, Thomas W. RSP	COSEKA RES LTD	SI	Apr/85	1	200		500
CROWN INC.	Beiles, Herbert N.	CROWN INC CL A CROWN INC \$2 PREFERRED	S	Apr/85			1821	---
DAON DEVELOPMENT CORPORATION	Anter, Selim	SECURITIES	D	Apr/85		1750		1750
DAVIDSON TISDALE MINES LIMITED	Dingwall, William Gray Indirect Holding	DAVIDSON TISDALE MINES	DS	Mar/85	IR			---
DENISON MINES LIMITED	Anderson, Michael James	DENISON MINES LTD PREFERRED DENISON MINES LTD CLASS A DENISON MINES LTD CLASS B DENISON MINES LTD SR B PFD	S	Apr/85	1		150	41504 1052500
DICKENSON MINES LIMITED	Roman Corporation Limited	DENISON MINES LTD CLASS A DENISON MINES LTD CLASS B	B	Apr/85		81703		7500000 7418279
DISCOVERY MINES LIMITED	Geddes, James	DICKENSON MINES LTD CL A	S	Apr/85			2000	8059
DOFASCO INC.	Sabine, John William Control	DISCOVERY MINES LTD SUB VTG	D	Apr/85	IR			1000
	Doe, Roger Graham	DOFASCO INC 2.60 CL C CV PFD	D	Apr/85	IR1			1
	Leitch, John Daniel Beneficial	DOFASCO INC CL B CONV DOFASCO INC 2.60 CONV PREFERRED	D	Apr/85		200		200
	Logan, Frank Henderson	DOFASCO INC CL C CONV SER 1	D	Apr/85	T	35		2106
	Wallace, William L.	DOFASCO INC CL B CONV	S	Apr/85		4000		4000
DOMINION TEXTILE INC.	Caisse De Depot Et Placement Du Quebec	DOMINION TEXTILE INC	B	Apr/85	1	1000		1000
	Logan, Frank Henderson	DOFASCO INC CL C CONV SER 1	D	Mar/85		1000		1000
	Wallace, William L.	DOFASCO INC CL A DOFASCO INC CL B CONV	S	Apr/85	T	25		2859
	Caisse De Depot Et Placement Du Quebec	DOMINION TEXTILE INC	B	Apr/85	T	82		10399
DOMTAR INC.	Caisse De Depot Et Placement Du Quebec	DOMTAR INC 10.30% NOTES	B	Apr/85		39161		2480693
DOW CHEMICAL COMPANY, THE	Dow, Herbert H. Wife as Trustee	DOW CHEM CO	DS	Apr/85		\$5000000		\$5000000
DUNCAN GOLD RESOURCES INC.	Keil, Robert M.	DUNCAN GOLD RES INC	DS	Apr/85	A 1	7800		35384
DURHAM RESOURCES INC.	Giamini, Daniel	DURHAM RES INC SUB VTG	S	Apr/85	G		396	16398
	Francis, John Andrew	DURHAM RES INC SUB VTG	S	Apr/85		5000		76000
	Harbinson, Hugh David	DURHAM RES INC	DSB	Apr/85	IR			4444
	Harbinson, Vincent Noble	DURHAM RES INC	DSB	Apr/85	X	6666		7966
DYLEX LIMITED	Page, Charles Elizah	DURHAM RES INC SUB VTG	S	Apr/85	X	33333		33333
EAGLET MINES LIMITED	Wolpin, David	DYLEX LTD PART CL A PFD	S	Apr/85	IR			4444
ENEXCO INTERNATIONAL LIMITED	Ashton, John Michael	EAGLET MINES LTD	D	Apr/85			66	4712
	Smith, Robert I. Spouse's RSP	ENEXCO INTL LTD	S	Apr/85			2000	67717
				Apr/85	1		1000	---

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ERAMOSA TECHNOLOGY CORPORATION	Hammond, Frederick O	ERAMOSA TECH CORP	DI	Apr/85			10000	33425
ETHYL CORPORATION	Blanchard, Lawrence E.	ETHYL CORP	DS	Feb/85	C	200		110132
	Savings Plan			Apr/85	V	55066		45462
	Wife			Apr/85	V 1	22959		4000
	Elmore, Whitehead E.			Apr/85	V 1	2000		9200
	Savings Plan			Apr/85	V 1	14022		28336
	Hailey, Charles Raymond		S	Mar/85	C	200		54328
	Savings Plan			Mar/85	V	27164		101
				Mar/85	V 1	4969		10041
				Apr/85	V 1	103		
				Nov/84	G	4000	300	13288
	Horn Jr, Albert B.		DS	Dec/84	V	6644		
	Lacy, Andre B.		D	Apr/85	V 1	287897		575794
	LDI Securities Inc.		D	Apr/85	V	40000		80000
	Scott, Sidney Buford		B	Mar/85	IR		100000	100000
FALCON POINT RESOURCES LIMITED	Barrett, Murray	FALCON POINT RES LTD	B	Mar/85			100000	---
FATHOM OCEANOLOGY LIMITED	Fleet Aerospace Corporation	FATHOM OCEANOLOGY LTD	B	Apr/85		28060		2513050
FIRST CALGARY PETROLEUMS LTD.	Patten, E. Donald	FIRST CALGARY PETES LTD	D	May/85	IR		2500	
FLEET AEROSPACE CORPORATION	Leblavic, Nicholas J.	FLEET AEROSPACE CL A NON-VTG	DI	Apr/85	IR1		66	
	RRSP	FLEET AEROSPACE CL A WTS		Apr/85	IR1		1000	
FLINT ROCK MINES LIMITED	Lewis, Alfred J.	FLINT ROCK MINES LTD		Apr/85		500		29388
FORD MOTOR COMPANY	Gilmour, Allan D.	FORD MOTOR CO	S	Apr/85	X	4743		4743
FORD MOTOR COMPANY OF CANADA LTD.	Ford Motor Company	FORD MTR CO CDA LTD	B	Apr/85		12629		7599834
FUTURTEK COMMUNICATIONS INC.	Brown, James R.	FUTURTEK COMMS INC.	DSB	Apr/85				386620
	Diamonds International Ltd.			Apr/85	1		10000	2179684
GAZ METROPOLITAIN, INC.	Bachand, Raymond	GAZ METROPOLITAIN INC	D	Apr/85	IR		100	
	Courville, Bernard		S	Apr/85		203	1050	554
GEMINI FOOD CORPORATION	Williamson, L. John	GEMINI FOOD CORP	S	Apr/85			2000	---
	Indirect Holdings			Apr/85	1		6000	15837
GENERAL MOTORS CORPORATION	Hackworth, Donald E.	GENERAL MTRS CORP	S	Apr/85	G		1770	1343
	Family			Apr/85	1			514
	Savings Stock Purchase Program			Apr/85	1			419
	Trust			Apr/85	G 1	1770		1770
	Koci, Ludvik F.		S	Apr/85			707	1360
	Savings Stock Purchase Program			Apr/85	1			825
GENSTAR CORPORATION	Societe Generale de Belgique (S.G.B.) S.A.	GENSTAR CORP	B	Mar/85	T	11245		1704872

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GENSTAR CORPORATION (Continued)	Societe Generale de Belgique (S.G.B.) S.A. Indirect Holdings	GENSTAR CORP	B					
GEOCRUDE ENERGY INC.	Nash, Richard G.	GEOCRUDE ENERGY INC	S	Mar/85 May/85 May/85	T 1	9718 5000		1450060
GEOVEX PETROLEUM CORP.	Cadre Corporation	GEOVEX PETROLEUM CORP	B	Apr/85		2500	5000	---
GLOBAL MARINE INC.	Vermeer, Richard D. Daughter	GLOBAL MARINE INC	S	Apr/85 Apr/85 Apr/85		15		53200
GOLDBROOK EXPLORATIONS INC	Cooper, Murray	GOLDBROOK EXPL INC	D	Apr/85 Apr/85	1	5000	1623	---
	Iscove, Gerald		D	Apr/85 Apr/85		5000	5000	100
	Klyman, Milton		D	Apr/85		5000	5000	1
GOLDCORP INVESTMENTS LIMITED	Beatty, David Sidney RSP wife	GOLDCORP INVTS LTD	D	Apr/85 Apr/85 Apr/85			5000	1
GOLDQUEST EXPLORATION INC.	Zeraldo, Daniel N.	GOLDQUEST EXPL INC	SI	Apr/85			4000	100
GRAFTON GROUP LIMITED	Weldon, David Black St. John Holdings	GRAFTON GROUP LTD SR A PFD \$3.	D	Apr/85	1		1000	---
GREAT CAMERON LAKE RESOURCES INC.	K & L Energy Consultants Inc.	GREAT CAMERON LAKE RES INC	D	May/85	1		4505	---
	Lewis, Elliot A. Tavok Energy Consultants Limited		DS	Apr/85 Apr/85	IR	3500		5500
	McKeen, George B. Amended	GROWTH INVEST CORP	D	Apr/85	1	4000		122767
GROWTH INVESTMENT CORPORATION	Gormley Investments Limited Traders Finance Corporation (1976) Ltd.	GROWTH INVEST CUM RED PART PRE GUARANTY TRUSTCO LTD PREF	B	May/85	1			42000
	Weldon, David Black Prospect Holdings St. John Holdings	GUARANTY TRUSTCO \$1.60 CUM RED	D	Mar/85 Mar/85				325000
GUARDIAN CAPITAL GROUP LIMITED	Whitley, George Everett Short, Norman J. Cap-Man Limited	GUARANTY TRUSTCO LTD PREF GUARDIAN CAP GROUP LTD	SI DS	Apr/85	IR			700 400
GUARDIAN TRUSTCO INC	Cavelti, Peter Christian	GUARDIAN TRUSTCO INC	DS	Apr/85 Apr/85	1	125000	125000	1574049
GULF & WESTERN INDUSTRIES, INC.	Sherwood, Christopher J. White, Lewis S.	SECURITIES	S	Apr/85		28000	15000	500 3000 3000
GULF CANADA LIMITED	Butler, Robert J. RRSP	GULF CDA LTD	D	Apr/85	IR			400

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HALE RESOURCES LIMITED	Levine, Henry	HALE RES LTD	D	Apr/85		3000		386050
HALEY INDUSTRIES LIMITED	Macaskill, Archibald Morrison	HALEY INDS LTD	S	Apr/85				1400
	Macaskill Taylor & Associates			Apr/85	1	2000		5750
	Taylor, D.S.		S	Apr/85	M		25	575
	Macaskill Taylor & Associates			Apr/85	1	2000		5750
	RRSP			Apr/85	M 1	25		625
HAMILTON CREDIT EXCHANGE LIMITED	Briggs, Clifford D.	SECURITIES	D	Feb/85	IR			---
HAMILTON GROUP LIMITED, THE	Sheppard, John G.	HAMILTON GROUP LTD CL A CONV	D	Apr/85	T	30		2070
HAMMERSON CANADA INC.	Damanis, Viktor	HAMMERSON CDN 9.12% PFD SRS A	S	Apr/85	IR1			300
	577010 Ontario Ltd.			Apr/85		20000		21000
	Ballantyne, William G.	HARDING CARPETS LTD CL C CONV		Apr/85	1		200000	500
	Wife		DS	Apr/85				---
	Bodenhamer, William T.		S	Apr/85		2000		2110
	Charnley, Geoffrey P.		S	Apr/85	IR			26000
	Finlayson, William B.		S	Apr/85	IR			6000
	Gray, Douglas R.		S	Apr/85	IR			10000
	Jaques, Robert		S	Apr/85	IR			153150
	Laing, James Harvey		DS	Apr/85	1	28000		5000
	L & G Realty			Apr/85				11000
	Pike, Charles Ronald		D	Apr/85		10000		30200
	Thompson, Colin Keith		S	Apr/85		20000		158
HARRIS STEEL GROUP INC.	Harris, Milton E.	HARRIS STL GROUP INC CL A	S	Apr/85	V	79		2961080
	Milton Harris Investments Limited			Apr/85	V 1	1480540		78
	Harris, Milton E.	HARRIS STL GROUP INC CL B	S	Apr/85	V	39		1607140
	Milton Harris Investments Limited			Apr/85	V 1	803570		27100
	Ridell, Glenn Wadsworth	HARRIS STL GROUP INC CL A	S	Apr/85	V	13550		7550
		HARRIS STL GROUP INC CL B		Apr/85	V	3775		2000
	Timmerman, Bruce J.	HARRIS STL GROUP INC CL A	S	Apr/85	V	1000		8000
	RRSP	HARRIS STL GROUP INC CL B		Apr/85	V 1	4000		600
				Apr/85	V 1	300		20545
HERITAGE GROUP INC., THE	Beben, Henry George *	HERITAGE GROUP INC	DS	Mar/85		2300		1100
	Haas-Hawkins, Douglas R		D	Apr/85		1100		1591
HIRAM WALKER RESOURCES LTD.	Waugh, Glen Thompson	HIRAM WALKER RES LTD	SI	Apr/85	T	14		56463
HUGHES TOOL COMPANY	Kistler, W. A. Jr.	HUGHES TOOL CO	DS	Apr/85		155		---
	Replogie, John C.	SECURITIES	S	Apr/85	IR			3783
IMASCO LIMITED	Crawford, H. Purdy	IMASCO LTD	D	Mar/85	V	1891		10187
	Glezos, Matthews		S	Mar/85	V	5093		

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
IMASCO LIMITED (Continued)	Glezos, Matthews Benefit Plan	IMASCO LTD	S	Mar/85	V 1	7626		15252
	Laughery, Jack A.			Mar/85	V	2171		4343
	Mercier, Jean-Louis Benefit Plan			Feb/85	V	275		6998
				Mar/85	V 1	275		21070
IMPERIAL OIL LIMITED	Ricard, L. Edmond Benefit Plan		D	Feb/85				2269
				Mar/85	V	2269		4539
				Feb/85	1		8600	
				Mar/85	V 1	1	24750	1
INVENTRONICS LIMITED	Rousseau, Louise	IMPERIAL OIL LTD CLASS A	DI	Mar/85	V	1113		2226
	Burns, John E. * Savings Plan			Mar/85	1		119	149
				Apr/85	1	2		---
				Mar/85	1	119		301
INVESTORS GROUP, THE	Landry, Robert E. Savings Plan	IMPERIAL OIL LTD CLASS B	S	Apr/85		31		3713
				Apr/85	1			1514
	McIvor, Donald K. Savings Plan			Apr/85	M	1560		---
				Apr/85	M 1	6404	1560	---
JONPOL EXPLORATIONS LIMITED	Cancade, Paul	INTENTRONICS LTD	D	Apr/85	IR			1950
	Ranson, George R.			Apr/85	IR			13445
	Wehrle, Ernest A. In Trust RRSP			Apr/85	IR			31270
	Wife's RRSP			Apr/85	IR1			900
JONPOL EXPLORATIONS LIMITED	Desmarais, Paul Power Financial Corp Power Corp of Canada	INVESTORS GROUP LTD CL A	B	Apr/85	IR1			8300
				Apr/85	IR1			8700
				Apr/85	1	301		5886015
				Apr/85	1	200		1274369
KALROCK DEVELOPMENTS LIMITED	Pollock, Barbara C.	JONPOL EXPLS LTD		Mar/85		1500		
				Apr/85			5500	47000
	Pollock, John Arthur Jonpol Investments Ltd.			Mar/85		8500		
				Apr/85	1		15500	183002
KEEZIC RESOURCES LIMITED	Lewis, Alfred J.	KALROCK DEVEL LTD	DS	Apr/85		500		127063
	Tough, Sherman			Apr/85				
				Apr/85	F	100000		
				Apr/85		6000		
KERR-MCGEE CORPORATION	Kerr, Robert S. Jr. Trustee Wife	KERR MCGEE CORP	D	Apr/85			150000	260001
				Apr/85	1		15000	6313
				Apr/85	1			70700
				Apr/85				120
LA VERENDRYE MANAGEMENT CORPORATION	Boutin, Dominique	LA VERENDRY MGMT CORP CL A	S	Apr/85		50		68237
				Apr/85	1	650		4130202
	Black, Conrad & George Hollinger Argus Limited			Apr/85		2000		---
	Allen, John C. L.			May/85			2000	4500
LARIAT OIL & GAS LTD.	Kurasnuha, Daniel A.	LARIAT OIL&GAS LTD	S	Feb/85	IR			

INSIDER TRADING REPORTS

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LARIAT OIL & GAS LTD. (Continued)	Kurasnuha, Daniel A.	LARIAT OIL&GAS LTD	S	Apr/85	X	5500		10000
LEIGH INSTRUMENTS LIMITED	Scully, Reginald N. Amended	LEIGH INSTRUMENTS LTD	S	Jan/85		11703		19703
LEVY INDUSTRIES LIMITED	Seaway Multi-Corp * Limited	LEVY INDUSTRIES LTD LEVY INDUSTRIES LTD PFD	B	Apr/85 Apr/85		100 600		1254059 207265
LITTLE LONG LAC GOLD MINES LIMITED	Allen, John C. L.	LITTLE LONG LAC MINES LTD	D	Apr/85		2823		4031
LOKI RESOURCES INC.	De Felice, Joseph	LOKI RESOURCES INC LOKI RESOURCES INC CL A WTS	DSB	Apr/85 Apr/85 Apr/85		145000 76750	101000 10000	221000 111750
LUMONICS INC.	Thomson, Douglas A. Registered Retirement Savings Plan	LUMONICS INC	S	Jan/85	1	100		614
MACKENZIE FINANCIAL CORPORATION	Lowatt, Neil	MACKENZIE FINL CORP	S	Apr/85			4000	11000
MACLEAN HUNTER LIMITED	Chalmers, Floyd Sterman	MACLEAN HUNTER LTD CLASS X	DS	May/85	V	225200		450400
MACMILLAN BLOEDEL LIMITED	Hodgkinson, Lloyd M. Anniversary Share Plan		D	Dec/84 Dec/84	1	86		832880 2154
	Adams, G. A. Employee Share Purchase Plan	MACMILLAN BLOEDEL LTD	S	Apr/85 Apr/85 Apr/85	1 1 1	47	200	361 811
	Ainscough, Grant Lee Employee Share Purchase Plan		S	Apr/85 Apr/85	1 1			10 2321
	Sr. Mgmt Shr Purchase Plan			Apr/85 Apr/85	1 1			674 746
	Dickinson, John Grant Employee Share Purchase Plan		S	Apr/85 Apr/85	1 1	41	107	156
	Sr. Mgmt Shr Purchase Plan			Apr/85 Apr/85	1 1			754 470
	Dowsley, Donald Alexander Employee Share Purchase Plan		S	Apr/85	1	56		1692
	Sr. Mgmt Shr Purchase Plan			Apr/85 Apr/85	1 1			830 621
	Sr. Mgmt Shr Purchase Plan			Apr/85	1			2000
	Eyton, John Trevor 398787 Ontario Ltd.		D	Apr/85	IRI			
	Ferguson, G. M. Employee Share Purchase Plan		S	Apr/85	1	23		67
	Finkbeiner, J. C. Employee Share Purchase Plan		S	Apr/85			44	200
	Fliessbach, H. E		S	Apr/85	1			107
				Apr/85				1040

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MACMILLAN BLOEDEL LIMITED (Continued)	Fliesbach, H.E. Employee Share Purchase Plan	MACMILLAN BLOEDEL LTD	S	Apr/85	1	34		327
	Forgacs, Otto Lionel Employee Share Purchase Plan		S	Apr/85	1	64		1777
	Sr. Mgmt Shr Purchase Plan			Apr/85	1			1680
	Stock Option Plan			Apr/85	1			1616
	Forstrom, Sidney William Employee Share Purchase Plan		S	Apr/85				26
	Sr. Mgmt Shr Purchase Plan			Apr/85	1	76		233
	Stock Option Plan			Apr/85	1			966
				Apr/85	1			2175
	Grunder, Arthur N. Employee Share Purchase Plan		S	Apr/85	1	50		300
	Stock Option Plan			Apr/85	1			621
	Hawkings, William E. Employee Share Purchase Plan		S	Apr/85	1	55		489
	RRSP			Apr/85	1			106
	Holden, Dwight Hal Employee Share Purchase Plan		S	Apr/85	1	44		288
	Sr. Mgmt Shr Purchase Plan			Apr/85	1			643
	Stock Option Plan			Apr/85	1			621
	Howard, John L. Employee Share Purchase Plan		S	Apr/85				1748
	Sr. Mgmt Shr Purchase Plan			Apr/85	1	72		1135
	Stock Option Plan			Apr/85	1			1737
				Apr/85	1			1865
	Johncox, Gary Herbert Employee Share Purchase Plan		S	Apr/85	M	600	1450	14
	Stock Option Plan			Apr/85	1	50	600	278
	Knudsen, Julia Lee Employee Share Purchase Plan			Apr/85	M			621
	Stock Option Plan			Mar/85		1		61
	Lauritzen, Eric Employee Share Purchase Plan		S	Apr/85	1	57		290
	Sr. Mgmt Shr Purchase Plan			Apr/85	1			661
	Stock Option Plan			Apr/85	1			870
	Legg, Edward Godfrey Employee Share Purchase Plan		S	Apr/85		25		25
	Sr. Mgmt Shr Purchase Plan			Apr/85	1	25		359
	Stock Option Plan			Apr/85	1			754
	Matthews, Robert Vere Employee Share Purchase Plan		S	Apr/85	1			621
				Apr/85	1	55		306
	McLaughlin, Donald Leslie		S	Apr/85	M	200		384
				Apr/85				506

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MACMILLAN BLOEDEL LIMITED (Continued)	McLauchlin, Donald Leslie Employee Share Purchase Plan	MACMILLAN BLOEDEL LTD	S	Apr/85	1	92	200	125
				Apr/85	M 1			
	Sr. Mgmt Shr Purchase Plan			Apr/85	1			2174
	Stock Option Plan			Apr/85	1			2175
	Moonen, Fred Hubert Employee Share Purchase Plan			Apr/85	1	41		495
	Sr. Mgmt Shr Purchase Plan			Apr/85	1			619
	Stock Option Plan			Apr/85	1			621
	Ross, John St. C. Employee Share Purchase Plan			Apr/85	1	82		3304
	Sr. Mgmt Shr Purchase Plan			Apr/85	1			2255
	Stock Option Plan			Apr/85	1			2175
	Smith, Raymond Victor Employee Share Purchase Plan			Apr/85	1	131		619
	Sr. Mgmt Shr Purchase Plan			Apr/85	1			4223
	Stock Option Plan			Apr/85	1			2573
				Apr/85	1			3108
				Mar/85	T	379		19352
	Southam, Gertrude Jean							
	St. John, Dolway W. Employee Share Purchase Plan		S	Apr/85	1	37		1797
	Sr. Mgmt Shr Purchase Plan			Apr/85	1			830
	Stock Option Plan			Apr/85	1			870
	Towill, Gordon Joseph Employee Share Purchase Plan			Apr/85	X	1616	1625	1
	Sr. Mgmt Shr Purchase Plan			Apr/85	1		207	---
				Apr/85	1			1637
	Wiewel, Roger North Employee Share Purchase Plan			Apr/85	1	82		4037
	Sr. Mgmt Shr Purchase Plan			Apr/85	1			2042
	Stock Option Plan		S	Apr/85	1			2175
	Wishart, George Employee Share Purchase Plan			Apr/85	1	38		194
				Apr/85				540
	Worthy, Victor Ross Employee Share Purchase Plan			Apr/85	1	62		1603
	Sr. Mgmt Shr Purchase Plan			Apr/85	1			948
	Stock Option Plan			Apr/85	1			870
				Apr/85	E	200000	\$200000	295000
				Apr/85	E			---
MAGNETICS INTERNATIONAL LTD.	Khazzam, David Ezra	MAGNETICS INTL LTD CONV DEB	DS	Apr/85		10000		10000
				Apr/85		3300		21700
	Hayes, Darrel A.							
	Lord Sieff of Brimpton							
MARKS & SPENCER CANADA INC.		MARKS & SPENCER CDA INC	DS					

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MCDONALD'S CORPORATION	Beckwith, Joseph M.	MCDONALDS CORP	S	Apr/85	IR			1106
	Cantalupo, James R.		S	Apr/85			3238	5709
	Sanders, William R.		S	Apr/85	IR			808
	Sutherland, William Harold		S	Feb/85	V		850	4364
MDS HEALTH GROUP LIMITED	Wilson Jr., Delbert H.		S	Apr/85		313		1286
	MDS Deffered Profit Sharing Plan DPSP	M D S HEALTH GRP CL A	B	Apr/85				
MELROSE EXPLORATIONS LTD.	Hicks, Orville E. Indirect Holdings	M D S HEALTH GRP CL B		Apr/85	1	7500		984539
	Hunkin, Peter G.	MELROSE EXPL LTD	D	Apr/85	1	2000		119842
	Indirect Holdings		D	Mar/85	1		20000	316100
	Agnico-Eagle Mines Limited		B	Mar/85				38250
MENTOR EXPLORATION & DEVELOPMENT CO. LIMITED		MENTOR EXPLS & DEV LTD	B	Apr/85		800		1433500
MEXTOR MINERALS LIMITED	Ram Petroleum Limited	MEXTOR MINERALS LTD	B	Apr/85	R		655000	
	Streit, Charles William		D	Apr/85			1800000	177901
MIDCON OIL & GAS LIMITED	Clarke, Ian T. D.	MIDCON OIL & GAS LTD	D	Apr/85		4800		17800
MIDLAND DOHERTY FINANCIAL CORPORATION	RSBP	MIDLAND DOHERTY FINL CORP	S	Apr/85			1000	3500
	Mitchell, John H.		S	Apr/85	1		1400	537
MILLSTREAM MINES LTD.	Cadesky, Frank Cadre Corporation	MILLSTREAM MINES LTD	B	Apr/85		500		909300
MMC VIDEO ONE CANADA LTD.	McComb, Beverley J. 247853 B C Ltd.	MMC VIDEO ONE LTD	D	Apr/85	1		15800	551513
MOLSON COMPANIES LIMITED, THE	Gordon, J. Peter	MOLSON COS CL A	D	Apr/85	T	11		253
	Harvie, Donald Southam Crestview Securities		D	Apr/85	T	109		388
	Metcalfe, Gary E.		DI	Apr/85	T	184		208
	Perrault, Charles		D	Apr/85	IR		5000	5000
	Rogers, John P.		D	Apr/85		75		1413
	Stewart, Peter Beaufort		DS	Apr/85		782		15686
MOORE CORPORATION LIMITED	Anderson, Homer T	MOORE CORP LTD	S	Apr/85		173		9033
	Harris, Edmund A.		SI	Apr/85	T	11		7755
	Holton, Norman W. Mayard Petroleum Ltd Spouse		S	Apr/85	V	5170		13795
MORGAN HYDROCARBONS INC	Hopwood, Terrence Judd	MORGAN HYDROCARBONS INC	S	Apr/85		81		
	Lawson, James E.		S	Apr/85		107		31650
				Apr/85	1			12007
				Apr/85	1			12007
				Apr/85		89		17867
				Apr/85		92		2023

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MORGAN HYDROCARBONS INC (Continued)	McCartney, William S.	MORGAN HYDROCARBONS INC	DS	Apr/85			52000	1150700
	McPherson, Neil A.		S	Apr/85		89		11483
	Shepherd, Donald W.		S	Apr/85		119	1000	35796
	Wolcott, Donald M.		DS	Apr/85		36141		259965
MORRISON PETROLEUMS LTD	Stollery, A. G. Argor Explorations Ltd.	MORRISON PETE LTD	DS	Apr/85	1	5000		100000
				Apr/85				1440357
MOTHER'S RESTAURANTS LIMITED	Dempsey, Bryan RSP	MOTHER'S RESTAURANTS LTD	D	Apr/85	1	12600		15920
				Apr/85				1266
	Fowler, Kenneth A. 621273 Ontario Limited		DDIB	Apr/85	1	432445		432445
		MOTHER'S REST WT		Apr/85	1	1666		1666
		MOTHERS RESTAURANTS 1ST PREF		Apr/85	1	4444		4444
	Holmes, James ISIP	MOTHER'S RESTAURANTS LTD	D	Dec/84	M	800	800	---
				Dec/84	M			800
	Marra, Pasquale 621271 Ontario Limited		B	Apr/85	1	432445		432445
	Pasquale Marra			Apr/85	1	1666		20566
	Enterprises Inc.			Apr/85	1	1666		1666
	621271 Ontario Limited	MOTHER'S REST WT		Apr/85	1	4444		4444
		MOTHERS RESTAURANTS 1ST PREF						
	Sisson, Grey 621272 Ontario Limited	MOTHER'S RESTAURANTS LTD	DSB	Apr/85	1	432445		432445
	Grey Sisson			Apr/85	1	1666		15766
	Enterprises Inc.			Apr/85	1	1666		1666
	621272 Ontario Limited	MOTHER'S REST WT		Apr/85	1	4444		4444
		MOTHERS RESTAURANTS 1ST PREF						
MUNICIPAL FINANCIAL CORPORATION	McEnery, Robert J.	MUNICIPAL FINL CORP	D	Apr/85	M	3000	3000	18200
	Bob McEnery Ltd.			Apr/85	M			---
	McEnergy Agencies Ltd.			Apr/85	1			6600
	McEnery, Robert J.	MUNICIPAL FINL CORP WTS	D	Apr/85		1200		8800
	Rotstein, Maxwell L. Bankers Corporation (1931) Limited		DSB					
MUSCOCHO EXPLORATIONS LIMITED	Daly, John Francis	MUSCOCHO EXPL LTD	D	Apr/85	1	2200		161000
	McAdam, John		DS	Apr/85		10000	2000	1000
				Apr/85			10000	48461
NAHANNI MINES LIMITED	Harquail, J.A. Impact Investments RRSP	NAHANNI MINES LTD	DS	Apr/85	1		2000	364669
				Apr/85	1			66000
				Apr/85				110000
NATIONAL BANK OF CANADA	Baribault, Thomas J.	NATIONAL BANK OF CANADA	S	May/85	IR			1803
	Bissonnette, Gilles		S	May/85	IR			512
	Guay, Richard		S	Mar/85	IR			115
	Mathieu, Denis		S	Apr/85		1180	730	449
				Apr/85				---
NATIONAL BUSINESS SYSTEMS INC.	Ruby, Fred	SECURITIES	DI	Apr/85	IR			---

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NATIONAL SEA PRODUCTS LIMITED	MacQuarrie, James Thomas	NTL SEA PRODUCTS	DI	Apr/85		240		250
NATIONAL VICTORIA AND GREY TRUSTCO LIMITED. THE	Hamilton, William Clark	NTL VICTORIA & GREY TRUSTCO	D	Mar/85		16		2464
NEW BRUNSWICK TELEPHONE COMPANY, LIMITED, THE	Bujold, Simon L.	NEW BRUNSWICK TEL LTD	D	Apr/85	T	13		798
	Buzas, Alfons		D	Apr/85	T	111		938
	Colter, Burton D.		D	Apr/85	T	111		1745
	Landry, Alfred R.		D	Apr/85	T	10		574
	Lawson, Gerald B.		D	Apr/85	T	17		1004
	Michaud, Raymond		D	Apr/85	T	9		560
	Reid, John T. DRIP		S	Apr/85	T	1		3717
	Savoie, J. T. Richard		D	Apr/85	T	10		1822
NEWFOUNDLAND CAPITAL CORPORATION LIMITED	Steele, Harold R. Albatross Motel Ltd. DPSP J.C. Steele Steele Ltd.	NEWFOUNDLAND CAP LTD CL B	DSB	Apr/85	I			570
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	Parsons, Geoffrey R.	NFLD POWER LTD 1ST PFD SRS 1	D	Apr/85			200	128940
NEWSCOPE RESOURCES LIMITED	Eskesen, David V.	NEW SCOPE RES LTD	S	Apr/85		900		5200
NOMA INDUSTRIES LIMITED	Meerkamper, Meinrad C.	NOMA INDS LTD CL A	S	Apr/85	M	1600		11000
NORBEAU MINES INC.	Malouf, Stanley E. Zinc Metal Corp.	NOMA INDS LTD CL B		Apr/85	M		1600	19150
NORCEN ENERGY RESOURCES LIMITED	Norcen Energy Resources Limited	CONS COPPER LODGE DEV INC	DS	Apr/85	I	250000		21650
		NORCEN ENERGY RES LTD NON-VTG		Apr/85				598750
	Singer, Gordon B.	NORCEN ENERGY RES LTD VTG	S	Apr/85	R	229255	530000	24650
NORMICK PERRON, INC.	Parent, Jules	NORMICK PERRON INC	S	Apr/85			500	---
NORTHERN TELECOM LIMITED	Oreffice, Paul F. Dividend Reinvestment and Stock Purchase Plan	NORTHERN TELECOM LTD	D	Mar/85		50		2165
	wertheim, Richard W		DI	Apr/85	I	1000		2714
NORTHGATE EXPLORATION LIMITED	Meldrum, Andrea Herbert	NORTHGATE EXPL LTD	S	Apr/85	IR		300	300
NORTHUMBERLAND MINES LIMITED	Young, William Lee	NORTHUMBERLAND MINES LTD	DSB	Mar/85			4000	---
O P I LTD.	Veigener, Theodore R	O P I LTD	DI	May/85			40000	---
OAKWOOD PETROLEUMS LTD.	Fletcher, John G.	OAKWOOD PETES LTD CL A	S	Apr/85	IR			789409
OMEGA HYDROCARBONS LTD	Patey George E	OMEGA HYDROCARBONS LTD	S	Apr/85		500		500
				May/85			10400	2700

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OMEGA HYDROCARBONS LTD (Continued)	Patey George E. RSP	OMEGA HYDROCARBONS LTD	S	May/85	1			10000
	Bennett, Gordon B. RSP	PACIFIC CASSIAR LTD CL A	D	Apr/85 Apr/85	IR IR1			20050 1000
PACIFIC CASSIAR LIMITED	Bennett, Gordon B. RSP	PACIFIC CASSIAR LTD CL B	D	Apr/85 Apr/85	IR IR1			70939 3650
	Vavra, Gregory A RSP	PACIFIC CASSIAR LTD CL A	DS	Apr/85 Apr/85	IR IR1			1000 3000
	Vavra, Gregory A.	PACIFIC CASSIAR LTD CL B	DS	Apr/85	IR			3150
PALOMA PETROLEUM LTD.	Adams, Robert John Canadian-American Paloma Holdings Limited	PALOMA PETE LTD	B	Apr/85 Apr/85	1 1	1000		21600 8000000
	Elliot, George Clarence		D	Apr/85			5500	37000
PAN EAST RESOURCES INC.	Mordy, Brockwell Peck	PAN EAST RES INC	DSB	Apr/85 Apr/85	IR X		1063	22400 21337
	Aderoil Explorations Ltd.			Apr/85 Apr/85	IR1 X 1		7118	150000 142882
	Cordilleran Securities Limited			Apr/85 Apr/85	IR1 X 1		2126	44800 42674
	Northumberland Mines Limited		B	Apr/85 Apr/85	IR		11389	240000 228611
	Young, William Lee		DS	Apr/85 Apr/85	IR X		380	8000 7620
PANCANADIAN PETROLEUM LTD.	Reekie, Charles Douglas	PANCANADIAN PETE LTD	D	Apr/85	IR			1500
PANHANDLE EASTERN CORPORATION	Rigdon, Vernon D. Daughter Jointly Owned with Wife	PANHANDLE EASTERN CORP	S	Apr/85 Apr/85	G 1		36	5200 100
				Apr/85	1			200
PETROFLO PETROLEUM CORPORATION	Cadesky, Frank Cadre Corporation	PETROFLO PETROLEUM CORP	DS	Apr/85	1	1500		165317
PETROX ENERGY & MINERAL CORPORATION	Marker, Rudolph L.	SECURITIES	DI	Apr/85	IR			---
	Verdina, Ben J.			Apr/85	IR			---
PLACER DEVELOPMENT LIMITED	Racich, John	PLACER DEV LTD	S	Mar/85 Apr/85 Apr/85	X 1	26 99	2500	5810 699
	Stock Purchase Plan							
PROVIGO INC.	Caisse De Depot Et Placement Du Quebec	PROVIGO INC 9.50% DEBENTURES		Apr/85			\$160000	\$2935000
	Gobeil, H. Paul	PROVIGO INC	DS	Apr/85		15000		32396
	Lessard, Pierre H.		DS	Apr/85			13400	122176
PUBLIC SERVICE ELECTRIC AND GAS COMPANY	Franklin, Robert H.	PUBLIC SVC ELEC & GAS CO	S	Apr/85		5		426
	Saller, William		S	Apr/85		6		305
PYTHON RESOURCES AND INVESTMENT CORPORATION	Luxmar Resources Ltd.	PYTHON RES & INVEST CORP		Mar/85	IR			200000

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PYTHON RESOURCES AND INVESTMENT CORPORATION (Continued)	New Redwood Gold Mines Limited	PYTHON RES & INVEST CORP						
QUEBEC STURGEON RIVER MINES LIMITED	Sandham, William Kenneth	QUEBEC STURGEON RIV MINES LTD	S	Mar/85	IR			100000
QUEENSTAKE RESOURCES LTD.	Snow, Rodney A.	SECURITIES	D	Apr/85			900	4200
RAILHEAD RESOURCES INC.	MacLean, David R. 463754 Ontario Inc.	RAILHEAD RES INC	B	Apr/85	IR			---
	MacLean, Joan G. 463754 Ontario Inc.			Apr/85	1	2500		105644
REA GOLD CORPORATION	Ashton, John Michael	REA GOLD CORP	D	Apr/85	1	2500		105644
	MacLean, Elizabeth J.			Mar/85		10000	8000	12050
REDSTONE RESOURCES INC.	Reaugh, Larry W. L&E Drilling, a Co.		D	Apr/85		500		50800
	Harquail, J. A. Impact Investments	REDSTONE RES INC	DS	Apr/85	1		500	60300
	Berkhold, Gerald Andrew Montreal Trust Co. Venture Funding	REDSTONE RES INC WTS		Apr/85	1	10000	4000	33996
REVELSTOKE COMPANIES LTD.	Berkhold, Gerald Andrew Venture Funding	REVELSTOKE COS LTD CL A	DSDIS	Apr/85	1	11815		287915
	Berkhold, Gerald Andrew Venture Funding	REVELSTOKE COS LTD CL B	DSDIS	Mar/85	1	11815	11815	13265
	Curry, Duncan Steele Montreal Trust Co. Venture Funding	REVELSTOKE COS LTD CL A	DSDIS	Apr/85	1	281		---
	Curry, Duncan Steele Venture Funding	REVELSTOKE COS LTD CL B	DSDIS	Apr/85	1	60		183590
	Dupont, David A. Montreal Trust Co.	REVELSTOKE COS LTD CL A	DSDIS	Apr/85	1			290
	Fortin, Frank R. Montreal Trust Co.	REVELSTOKE COS LTD CL A	DSDIS	Mar/85	1	482		39328
	McDowell, Keith Arthur Clive	REVELSTOKE COS LTD CL A	DSDIS	Mar/85	1	563		57170
	Roberts, Gordon D. Montreal Trust Co.	REVELSTOKE COS LTD CL A	DSDIS	Apr/85	1			9602
	Sanford, Kenneth F. Montreal Trust Co.	REVELSTOKE COS LTD CL A	DSDIS	Apr/85	1	120		406712
ROTHMANS OF FALL MALL CANADA LIMITED	Crichton-Brown, Robert	REVELSTOKE COS LTD PFD 6%	S	Apr/85	1	1500		12134
ROXY PETROLEUM LTD.	Johnson, Verne G. Amended	SECURITIES	DDI	Mar/85	1	59		87124
ROYAL BANK OF CANADA, THE	Baguley, Robert Wayne	ROYAL BK CDA	S	Mar/85	1	218		5000
	Grant, James Colin		S	Mar/85	1			507
	Pottle, Albert Lester		S	Mar/85	1			5000
ROYAL TRUSTCO LIMITED	Clark, Charles Joseph	ROYAL TRUSTCO LTD CL A CONV	D	Mar/85	1	227		2583
				May/85	IR			---
				Mar/85		1575		1573
				Apr/85			400	254
				Mar/85			300	396
				Apr/85		867		4730
				Apr/85		1200		7200

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ROYAL TRUSTCO LIMITED (Continued)	Cooper, David R. RSP Share Purchase Plan	ROYAL TRUSTCO LTD CL A CONV	SI	Apr/85 Apr/85 Apr/85	1 1		1000	5382 474 25000
ROYEX GOLD MINING CORPORATION	Strasser, J. Gordon	ROYEX GOLD MINING CORP PFD	S	Apr/85			934	---
SAULT MEADOWS ENERGY CORPORATION	Lewis, Elliot A. Tayok Energy Consultants Limited Tayok Investments Limited	SAULT MEADOWS ENERGY CORP	DS	Dec/84 Dec/84 Dec/84	1 1 1	37500		71310 15000 104590
SCEPTRE RESOURCES LIMITED	Gusella, Richard Allan RSP	SCEPTRE RES LTD	S	Mar/85 Mar/85	1 1	306 153		152442 153
SEABOARD LIFE INSURANCE COMPANY	Friend's Provident Life Office	SEABOARD LIFE INS CO (DLTD)	B	Apr/85		45		551184
SEAWAY MULTI-CORP. LIMITED	Peplevy Corporation Limited Rustic Valley Enterprises Limited	SEAWAY MULTI CORP PFD SR A CV	B	Apr/85	1	800		3800
SELKIRK COMMUNICATIONS LIMITED	Southam Inc.	SELKIRK COMMUNICATIONS	B	Apr/85		300		4036760
SHARPE ENERGY & RESOURCES LIMITED	Teney, Heber F.	SHARPE ENERGY & RES LTD	D	Apr/85			5000	181000
SHAW CABLESYSTEMS LTD.	Shaw, James Robert Brasha Holdings Ltd. Four J Investments James R. Shaw Securities Limited Jay-Shaw Holdings Ltd. Julmar Holdings Ltd. L.E. Shaw Investments Shawana Estates Ltd.	SHAW CABLESYSTEMS CL A CONV	DS	Apr/85 Apr/85 Apr/85 Apr/85 Apr/85 Apr/85 Apr/85 Apr/85	1 1 1 1 1 1 1 1			308000 5000 14000 130000 7400 5000 129300 5000
SHAWNEE PETROLEUMS LIMITED	McCoy, Wayne A. Bywood Holdings Limited Spouse	SHAWNEE PETES LTD	D	Apr/85 Apr/85	1 1		1500 2000	30250 2000
SHERITT GORDON MINES LIMITED	Bonyun, Peter A.	SHERITT GORDON MINES LTD	S	Apr/85			550	---
SHL SYSTEMHOUSE INC.	Bryden, Roderick M. R.M. Bryden Holdings Ltd.	SHL SYSTEMHOUSE INC	DS	Apr/85	1	47400		3819375
SILCORP LIMITED	Findlay, Eric Fraser Frafin Corporation Execsil Corporation	SILCORP LTD CL A SILCORP LTD CL B	S	Apr/85 Apr/85 Apr/85	1 1 1	5 5 5		56531 248655 248655
SILVER LAKE RESOURCES INC.	Eplett, William S. Eplett Natural Resources Ltd.	SILVER LAKE RES INC	DS	Apr/85 Apr/85			5000	196600 10000
SILVERTON RESOURCES LTD.	Shaw, Richard F. Anhedral Holdings Ltd. Glen Isle Exploration Ltd.	SILVERTON RES LTD	S	Apr/85 Apr/85 Apr/85	1 1 1		2000	72487 36000 183783
SOLO RESOURCES & ENERGY INC.	Cadesky, Frank Cadre Corporation	SOLO RESOURCES & ENERGY INC	B	Apr/85	1	250		23400
SOUTHAM INC.	Connell, George E.	SOUTHAM INC	D	Apr/85	IR			100

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SPAR AEROSPACE LIMITED	Birch, Edwin Peter	SPAR AEROSPACE LTD SUB VTG	S	Apr/85			1000	3552
SPINDLE TOP ENERGY & RESOURCES INC.	Cadre Corporation	SPINDLE TOP ENERGY & RES INC	B					
STANDARD BROADCASTING CORPORATION LIMITED	Miller, William S.	STANDARD BROADCASTING LTD	S	Apr/85		2600		115184
	Nichols, Lawrence Malcom Trustee			Feb/85	IR			200
	Searle, Peter F. Postscript Financial Services Inc.		DS	Apr/85	X	2000		3100
	Shurman, Peter E.		S	Apr/85	1			2000
STEINBERG INC.	Cleman, Murray W.	STEINBERG INC CL A	S	Apr/85	X 1	2000		4000
SUMACH RESOURCES INC.	Radford, Kenneth James Jamieson & Radford	SUMACH RES. INC.	D	Apr/85	X	1000		
				Apr/85			1000	
T & H RESOURCES LTD.	Pollock, John Arthur Jonpol Explorations Limited	T & H RESOURCES LTD	DS	Apr/85	IR			---
				Apr/85	1	95455		1
				Apr/85				151455
				Apr/85				106670
T. G. BRIGHT & CO. LIMITED	Jonpol Investments Ltd.			Feb/85				5000
	Harry C. Hatch Trust	BRIGHTS T G CL A	B	Feb/85	T	968		
				Mar/85			26322	26322
TASHOTA-NIPIGON MINES LIMITED	Daly, John Francis	TASHOTA NIPIGON MINES LTD	DS	Apr/85	X	4000		
				Apr/85			4000	---
TECK CORPORATION	Keevil, William Brian	TECK CORP CL B	D	Apr/85			4000	75000
TEXACO CANADA INC.	Walker, Stuart J. A.	TEXACO CDA INC	S	May/85		203		1259
TEXAS INTERNATIONAL COMPANY	Devol, Charles R.	TEXAS INTL CO	S	Apr/85		200		300
THIRD CANADIAN GENERAL INVESTMENT TRUST LIMITED	Third Canadian General Investment Trust Limited	THIRD CON GEN INVT TR LTD						
TRADERS GROUP LIMITED	Gormley Investments Limited	TRADERS GROUP LTD CL A	B	Apr/85		1463		83474
	Canadian General Securities, Limited			Apr/85	1	4493		417406
	Traders Finance Corporation (1976) Ltd.			Apr/85	1		1484659	--
	Canadian General Securities, Limited	TRADERS GROUP LTD CL B		Apr/85	1			582794
	Traders Finance Corporation (1976) Ltd.			Apr/85	1		89390	---
TRANS-CANADA RESOURCES LTD.	Dakin, Guy LeRoy	TRANS CDA RES LTD	DS	Apr/85			2400	49270
TRANSCANADA PIPELINES LIMITED	Bell Canada Enterprises Inc.	TRANSCANADA PPLNS LTD	B	Apr/85	T	544524		46099786
	Pension Fund for Employees of Northern Telecom Limited			Apr/85	1			113000
TRINOVA RESOURCE EXPLORATIONS LTD	Cadesky, Frank Cadre Corporation	TRINOVA RES EXPL LTD	B	Apr/85	1	5500		47950
TRITEX PETROLEUM CORP	Cadesky, Frank Cadre Corporation	TRITEX PETROLEUM CORP	DS	Apr/85	1	1000		51350

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TUDOR ENERGY CORPORATION LTD.	Cunningham, William D. Amended	TUDOR ENERGY CORP	DS	Mar/85	X	19000	19000	154854
	Dragon Enterprises Inc.			Mar/85	1		1400	109716
	Levine, Philip F.		D	Mar/85			2000	302054
	Duncan, Stewart L.	TWIN RICHFIELD OILS LTD CL A	DS	Apr/85		1000		42850
TWIN RICHFIELD OILS LTD.	Valentine, Roland T. RRSP		DS	Apr/85	1	2500		71256
	Valentine, Roland T. RRSP	TWIN RICHFIELD OILS LTD CL B	DS	Apr/85	1	2300		8750
	Hushion, Jacqueline P In Trust	U A P INC CL A	B	Apr/85	M		2500	100335
	Laporte, Francine P. In Trust		B	Apr/85	M 1		2500	9950
U A P INC.	Prefontaine, Alain In Trust		SB	Apr/85	M	10000	10000	3600
	Prefontaine, Jean-Paul		D	Apr/85	M		150	61451
	Prefontaine, Marc		D	Apr/85	M	5000	5000	10332
	In Trust		SB	Apr/85	M 1		2500	43951
ULSTER PETROLEUMS LTD.	Ulster Petroleum Ltd.	ULSTER PETES LTD		Apr/85	R	60000	60000	3200
				Apr/85	R	30500	30500	20283
				May/85	R		30500	5168
				May/85	R			3650
UNICAN SECURITY SYSTEMS LTD.	Fish, Aaron M.	UNICAN SEC SYS LTD	DSB	May/85	M		440	6951
	A.M. Fish Holdings Ltd.			May/85	M 1	4400		15464
	Brenzel, Lawrence A.	UNICORP CDN CORP WTS	D	Apr/85		2000		311460
	L.A. Brenzel Securities	UNICORP CDA CORP CL A		Apr/85	1	1500		2000
UNICORP CANADA CORPORATION	Lawrence A. Brenzel Limited			Apr/85	1		400	29200
	Brenzel, Lawrence A.	UNICORP CDA CORP CL B	D	Apr/85	1			85900
	L.A. Brenzel Securities	UNICORP CDA CORP PFD A .80		Apr/85	1	2100		73300
		UNION ENTERPRISES LTD	S	Mar/85		1051		15000
UNION ENTERPRISES LTD.	Bellringer, Stephen Terrence	UNION ENTERPRISES LTD OPTIONS	S	Feb/85	1	245		16600
	Cooper, Wilfred	UNION ENTERPRISES LTD	S1	Mar/85	1	63		28800
	Employee Share Ownership Plan		S	Feb/85	T	254		20265
	Crawford, Edna		S	Feb/85	M	703		245
UNION ENTERPRISES LTD.	Employee Share Ownership Plan		S	Jan/85	1	52		6000
				Feb/85	M 1		703	

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
UNION ENTERPRISES LTD. (Continued)	Crawford, Edna Employee Share Ownership Plan	UNION ENTERPRISES LTD	S	Feb/85	1	59		
				Mar/85	1	50		110
	Edgell, F M. Company Employee Share Ownership Plan			Feb/85	M	2125	2125	20875
	Jolley, John Burgess Employee Savings Plan		SI	Jan/85	M 1	423		288
				Mar/85	1			
	Little, Paul Frederick		S	Feb/85	M	4259	4259	18566
				Feb/85	M 1	283		209
				Mar/85	1			
	Employee Share Ownership Plan			May/84	M	1200		
				Feb/85	M	1651	1200	21044
				Mar/85		1500	1651	
	Mahoney, Joseph Edwin Employee Share Ownership Plan			May/84	M 1			
				Feb/85	M 1			
				Mar/85	1	399		623
	McKeough, William Darcy Employee Stock Ownership Plan			Mar/85				
				Mar/85	1	58		12507
	Moore, Donald Joseph		DS	Feb/85		14653		150
				Feb/85	M 1		14653	82941
				Mar/85	1	822		722
	Employee Share Ownership Plan		SI	Feb/85	M	287	400	6558
				Apr/85				6158
	O'Neill, Michael J. Employee Share Ownership Plan		S	Feb/85	M 1	162	287	107
				Mar/85	1			
				Feb/85		652		652
	Webel, John Employee Share Ownership Plan			Feb/85	1		652	
				Mar/85	1	71		40
			SI	Feb/85		768		18230
				Feb/85	1		768	
				Mar/85	1	193		193
	Ferguson, Jon K.	WALWYN INC	SI	Apr/85		248		1354
	Scaplen, Michael A.			May/85	IR			200
	Parsons, Andrew J.	WARRINGTON PRODS LTD	DI	Apr/85	IR			5000
	Mahoney, William E.	SECURITIES		Apr/85	IR			---
	Streit, Charles William	YELLOWKNIFE BEAR RES INC	DI	Apr/85		12000		20069
				Apr/85			5000	
	Streit, John Douglas		DS	Apr/85	X	85000		50000
	Strasser, J. Gordon	YORBEAU RESOURCES INC	S	Apr/85			7500	1500
	Cedar Glen Resources Ltd	ZAVITZ TECH INC	B	Mar/85				---
		ZAVITZ TECHNOLOGY INC CL A PFD		Apr/85			912952	---
		ZAVITZ TECHNOLOGY INC CL B PFD		Apr/85			100000	---
				Apr/85			189000	---

REPORT UNDER SECTION 113 OF THE ACT

MANAGEMENT COMPANY	SELLER	DATE OF TRANSACTION	NATURE OF TRANSACTION
INVESTORS SECURITIES MANAGEMENT LTD	Investors Retirement Mutual Fund	Mar/85	20,000 C I.B.C Warrants
MD MANAGEMENT LIMITED			MD Growth Investment Limited
"	Bannerman, R.	Jan/85	12 Class A Shares
"	"	Feb/85	10 Class A Shares
"	"	Mar/85	15 Class A Shares
"	Cloutier, M.	Jan/85	3 Class A Shares
"	"	Feb/85	2 Class A Shares
"	"	Mar/85	9 Class A Shares
"	Freamo, B. E.	Jan/85	27 Class A Shares
"	"	Feb/85	20 Class A Shares
"	"	Mar/85	30 Class A Shares
"	Irving, D. W.	Jan/85	728 Class A Shares
"	"	Feb/85	548 Class A Shares
"	MacMillan, M. A.	Jan/85	572 Class A Shares
"	"	Feb/85	1,022 Class A Shares
"	"	Mar/85	981 Class A Shares
"	McGoey, J. S.	Mar/85	10 Class A Shares
"	McRae, W. D.	Jan/85	62 Class A Shares
"	Myers, E. D.	Jan/85	52 Class A Shares
"	Powers, G.	Mar/85	10 Class A Shares
"	Sapp, G. A.	Jan/85	173 Class A Shares
"	"	Feb/85	74 Class A Shares
"	"	Mar/85	76 Class A Shares
"	Sylvestre, J.	Jan/85	329 Class A Shares
"	Thomas, W. D. S.	Jan/85	24 Class A Shares
"	Future Fund Shares Inc.	Mar/85	16,000 Cashfund Shares
TOMORROW FUND ADMINISTRATORS INC.			
"	"	Mar/85	6,000 Lifefund Shares
"	"	Mar/85	6,000 Silverfund Shares
"	"	Mar/85	3,000 Tecunofund Shares

CHAPTER 8
NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
May. 09, 1985	BG Acorn Capital Fund	ANSER TECHNOLOGY INC. 6% NOTES	200,000	\$200,000
"	Canada Trust Company, The	"	500,000	\$500,000
"	Gordon Capital Corporation	"	300,000	\$300,000
"	Meadows Resources Inc.	"	500,000	\$500,000
"	Montowr & Co.	"	200,000	\$200,000
"	National Business Systems Inc.	"	400,000	\$400,000
"	Pension Fund Society of The Royal Bank of Canada	"	200,000	\$200,000
May. 09, 1985	Gordon Capital Corporation	ANSER TECHNOLOGY INC. WARRANTS	90,000	30,000 wts
May. 08, 1985	Shehan, William R.	ARMSTRONG HOLDINGS (BRAMPTON) LIMITED - INTEREST IN THE STANDARDRED PACING STALLION	100,000 U.S.	One
Apr. 01, 1985	Peters, James R.	CAMBRIDGE VENTURE LTD. CLASS H SHARES	200,000	2,000 share(s)
May. 06, 1985	Kanata Genesis Fund Ltd.	DYONIX GREENTREE TECHNOLOGIES INC. - COMMON SHARES	50,000	68,000 share(s)
"	Norton Eclipse Corporation	"	"	68,000 "
Dec. 01, 1984	141641 Canada Inc.	OCELOT 85A-XIX EXPLORATION AND DEVELOPMENT PROGRAM A JOINT VENTURE	18,000,000	\$18,000,000
Apr. 26, 1985	Clydesdale Bank P.L.C.	PETROMET RESOURCES LIMITED COMMON SHARES	190,000	200,000 share(s)
"	Gold Trust	"	99,750	105,000 share(s)
"	Harmsworth Pension fund	"	"	105,000 "
"	Laurence, Keen & Gardner	"	156,750	165,000 share(s)
"	Norvalle Trading Co. Ltd.	"	99,750	105,000 share(s)
"	Paramount Capital Corporation	"	"	105,000 "
"	Precious Metals Trust P.L.C.	"	152,000	160,000 share(s)
"	South Yorkshire County Superannuation Fund	"	99,750	105,000 share(s)
"	West Midlands County Council Superannuation Fund	"	237,500	250,000 share(s)
May. 02, 1985	Block, Erwin I.	SIX SILVER MAPLE LIMITED PARTNERSHIP - LIMITED PARTNERSHIP	100,000	1
"	Burwell, William B.	"	"	1

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
May. 02, 1985	Carroll, William J.	SIX SILVER MAPLE LIMITED PARTNERSHIP - LIMITED PARTNERSHIP	200,000	2
"	Clarke, Brian J.	"	100,000	1
"	Cragg, Bette L.	"	"	1
"	Farquhar, Russel B.	"	"	1
"	Ferguson, Roderic G.	"	"	1
"	Harrold, Evan B.	"	200,000	2
"	Olynik, Ronald W.	"	100,000	1
"	Powers, Gerald N.	"	"	1
"	Robb, Kenneth	"	"	1
"	Snelson, Natalie E.	"	"	1
"	Varette, Walter O	"	"	1
May. 01, 1985	Ontario Municipal Employees Retirement Board	SOUTHAM INC. - 11.75% MEDIUM TERM NOTE DUE MAY 1, 1990	5,000,000	\$5,000,000
Apr 10, 1985	Aiken, Capp	SOUTHAVERN HEATH CARE PARTNERSHIP - UNITS	400,000	16 unit(s)
"	Bass, Arthur G.	"	50,000	2 unit(s)
"	Baum, J.	"	100,000	4 unit(s)
"	Chercover, Barry	"	50,000	2 unit(s)
"	Chercover, Jackson L.	"	"	2 "
"	Dacks, Robert	"	"	2 "
"	Fisch, Ed	"	100,000	4 unit(s)
"	Giddens, David	"	50,000	2 unit(s)
"	Gilbert, Sheldon	"	"	2 "
"	Harendorf, Griff	"	250,000	10 unit(s)
"	Horodezby, L.	"	50,000	2 unit(s)
"	Klein, Ronald J.	"	"	2 "
"	Kopel, M.	"	"	2 "
"	Kronby	"	"	2 "
"	Leon, Eddie	"	"	2 "
"	Levitt, Howard A.	"	"	2 "
"	Lindzon, Jack	"	"	2 "

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
Apr. 10, 1985	Pitch, Irv	SOUTHAVERN HEATH CARE PARTNERSHIP - UNITS	50,000	2 unit(s)
"	Rosenblatt, Rubin	"	"	2 "
"	Rubinoff, Arthur	"	"	2 "
"	Tarshish	"	"	2 "
"	Weinstock, Jack	"	"	2 "
"	Yates, T.	"	"	2 "
Apr. 30, 1985	Daedal Finance Inc.	TEESHIN RESOURCES LTD. FIRST FIXED & FLOATING CONV DEB, CONV INTO COMMON SHARES AT THE RATE OF \$.50 PER SHARE	116,666	\$116,666
"	Gaddi Finance Inc.	"	112,000	\$112,000
"	Jinnee Finance Inc.	"	128,750	\$128,750
"	Naiad Finance Inc.	"	267,584	\$267,584
"	Panache Finance Inc.	"	375,000	\$375,000
Apr. 29, 1985	La Caisse centrale Desjardins du Quebec	TRADERS GROUP LIMITED SENIOR SECURED NOTE FLOATING RATE DUE SEPTEMBER 30, 1985	4,000,000	\$4,000,000
May. 06, 1985	Webster, David C.	UPPER CANADA BREWING COMPANY, LIMITED PARTNERSHIP - UNIT	25,000	1 unit(s)
Apr. 04, 1985	Yamil Finance Corporation	WESTMOUNT RESOURCES LTD. COMMON SHARES	300,000	300,000 share(s)

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE (\$)	AMOUNT
May. 06, 1985	Jul. 08, 1983	Mutual Life Assurance Company of Canada, The	ACKLANDS LTD. - COMMON SHARES	252,800	15,800 share(s)
May. 07, 1985	Jul. 08, 1983	Royal Trust Corporation of Canada	" "	240,000	15,000 "
Apr. 26, 1985	Aug. 20, 1981	Sheridan, W. J. V.	EDEN ROC MINERAL CORP. COMMON SHARES	9,750	5,000 share(s)
Apr. 18, 1985	Mar. 10, 1983	Trident Resources Inc.	SCINTILORE EXPLORATIONS LIMITED - COMMON SHARES	900	10,000 share(s)

NOTICES OF EXEMPT FINANCINGS

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

SELLER	SECURITY	AMOUNT
Counselling Foundation of Canada, The	BROULAN RESOURCES INC. - COMMON SHARES	178,600 share(s)
Electra Investments (Canada) Limited	ENERGY & PRECIOUS METALS INC. - COMMON SHARES	40,000 "

CHAPTER 9

TAKE-OVER BIDS, ISSUER BIDS

9.1 TAKE-OVER BIDS, ISSUER BIDS

TAKE-OVER BIDS, ISSUER BIDS

NOTICE OF INTENTION - FORM 35

UNITED CANADIAN SHARES LIMITED

CHAPTER 10
CONTINUOUS DISCLOSURE FILINGS

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
600135 ONTARIO LIMITED	PRIVATE PLACEMENTS
ABERFORD RESOURCES LTD.	PRESS RELEASE
ABERFORD RESOURCES LTD.	PRESS RELEASE
ABERFORD RESOURCES LTD.	PRELIM. PROSPECTUS
ABITIBI-PRICE INC.	T.S.E. MATERIAL
ABITIBI-PRICE INC.	T.S.E. MATERIAL
ADVANCE MURGOR EXPLORATIONS LIMITED	CHANGE OF ADDRESS
AGF HITECH FUND LIMITED	PORTFOLIO UPDATE AS
AGF JAPAN FUND LIMITED	PORTFOLIO UPDATE AS
AGF OPTION EQUITY FUND	PORTFOLIO UPDATE AS
AGF PREFERRED INCOME FUND	PORTFOLIO UPDATES AS
AGF SPECIAL FUND LTD.	PORTFOLIO UPDATES AS
AIGUEBELLE RESOURCES INC.	PRESS RELEASE
AIGUEBELLE RESOURCES INC.	PRESS RELEASE
AIGUEBELLE RESOURCES INC.	PRESS RELEASE
AIGUEBELLE RESOURCES INC.	PRESS RELEASE
AIGUEBELLE RESOURCES INC.	PRESS RELEASE
AIGUEBELLE RESOURCES INC.	PRESS RELEASE
AIM FINANCIAL PLANNERS LTD.	IFS 3 MN FE 28 85
AKAITCHO YELLOWKNIFE GOLD MINES LTD.	IFS 3 MN MR 31 85
AKAITCHO YELLOWKNIFE GOLD MINES LTD.	CERTIF. OF MAILING
AKAITCHO YELLOWKNIFE GOLD MINES LTD.	PRESS RELEASE
AKAITCHO YELLOWKNIFE GOLD MINES LTD.	CERTIF. OF MAILING
ALBERTA ENERGY COMPANY LTD.	PRESS RELEASE
ALBERTA ENERGY COMPANY LTD.	PRESS RELEASE
ALBERTA NATURAL GAS COMPANY LTD.	RESULTS FOR THE 3 MO
ALBERTA NATURAL GAS COMPANY LTD.	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALL-CANADIAN COMPOUND FUND	FORM 28-ANN. FILING
ALL-CANADIAN DIVIDEND FUND	FORM 28-ANN. FILING
ALL-CANADIAN FUND 4000	FORM 28-ANN. FILING
ALL-CANADIAN NORTHERN ENERGY FUND	FORM 28-ANN. FILING
ALL-CANADIAN REVENUE GROWTH FUND	FORM 28-ANN. FILING
ALTAMIRA CAPITAL CORP.	PRIVATE PLACEMENTS
ALUMINUM COMPANY OF CANADA LTD.	PRESS RELEASE
ALUMINUM COMPANY OF CANADA LTD.	PRESS RELEASE
AMAX INC.	PRESS RELEASE
AMAX INC.	PRESS RELEASE
AMAX INC.	PRESS RELEASE
AMAX INC.	PRESS RELEASE
AMAX INC.	PRESS RELEASE
AMAX INC.	PRESS RELEASE
AMCA INTERNATIONAL LIMITED	PRESS RELEASE
AMCO INDUSTRIAL HOLDINGS LIMITED	PRELIMINARY RESULTS
AMERICAN EXPRESS COMPANY	EARNINGS FOR THE 3 M
AMERICAN EXPRESS COMPANY	CHANGE DIRECTORS
AMERICAN GROWTH FUND LIMITED	PORTFOLIO UPDATES AS
AMHERST INDUSTRIES INC.	AUD. ANN. FIN. STMT.

Xerographic and microfiche copies of these documents are available from:
Micromedia Ltd, 144 Front Street West, Toronto, Ontario M5J 2L7 (416) 593-5211

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
AMTELECOM GROUP INC.	SHRHLDRS. MTNG. MAT.
ANGLO-CANADIAN TELEPHONE COMPANY	IFS 3 MN MR 31 85
AQUITAINE SHORES APARTMENT PROJECT -	IFS 6 MN FE 28 85
ARC INTERNATIONAL CORPORATION	PRESS RELEASE
ARGCEN HOLDINGS INC.	PRESS RELEASE
ARGCEN HOLDINGS INC.	PRESS RELEASE
ASAMERA INC.	IFS 3 MN MR 31 85
ASAMERA INC.	PRESS RELEASE
ASHLAND OIL INC.	IFS 6 MN MR 31 85
ASSOCIATE INVESTORS LIMITED	ANNUAL REPORT
ASSOCIATE INVESTORS LIMITED	SHRHLDRS. MTNG. MAT.
ATLANTIC COAST COPPER CORPORATION	ANNUAL REPORT
ATLANTIC COAST COPPER CORPORATION	IFS 3 MN MR 31 85
ATLANTIC COAST COPPER CORPORATION	SHRHLDRS. MTNG. MAT.
ATLANTIC RICHFIELD COMPANY	10Q 3 MN MR 31 85
ATLANTIC RICHFIELD COMPANY	LET. TO SHAREHOLDERS
ATLANTIC RICHFIELD COMPANY	FORM 8-K
AUBET RESOURCES INC.	SHRHLDRS. MTNG. MAT.
AUDAX GAS AND OIL LTD.	PRESS RELEASE
AUGDOME CORPORATION LIMITED	AUD. ANN. FIN. STMT.
AUGDOME CORPORATION LIMITED	PRESS RELEASE
AUR RESOURCES INC.	MERGER-AMALGAMATION
AVCO FINANCIAL SERVICES CANADA LIMITED	IFS 3 MN FE 28 85
AVCO FINANCIAL SERVICES CANADA LIMITED	IFS 3 MN FE 28 85
B.T. POOLED BOND FUND	PRIVATE PLACEMENTS
BACHELOR LAKE GOLD MINES INC.	IFS 3 MN MR 31 85
BACHELOR LAKE GOLD MINES INC.	RESULTS FOR THE 3 MO
BACHELOR LAKE GOLD MINES INC.	CHAIRMAN'S REMARKS
BALFOUR CHANNEL RESOURCES INC.	PROSPECTUS
BANISTER CONTINENTAL LTD.	CERTIFIED ANNUAL REP
BANISTER CONTINENTAL LTD.	SHRHLDRS. MTNG. MAT.
BANK OF BRITISH COLUMBIA	APPLICATION
BANK OF BRITISH COLUMBIA	RULING/ORDER/REASONS
BANK OF BRITISH COLUMBIA	PRESS RELEASE
BANK OF BRITISH COLUMBIA	PRESS RELEASE
BANK OF BRITISH COLUMBIA	PRESS RELEASE
BANK OF BRITISH COLUMBIA	PRESS RELEASE
BANK OF MONTREAL REALTY FINANCE LTD.	SIGNED FINANCIAL STA
BANK OF NOVA SCOTIA	PRESS RELEASE
BANK OF NOVA SCOTIA	SHAREHOLDER DIVIDEND
BANKENO MINES LTD.	ANNUAL REPORT
BANKENO MINES LTD.	LET. TO SHAREHOLDERS
BANKENO MINES LTD.	SHRHLDRS. MTNG. MAT.
BANNER FUND	NAME CHANGE
BARRINGTON PETROLEUM LTD.	AMENDED FIN. STMTS.
BARRTOR CANADIAN FUND	LET. TO SHAREHOLDERS
BAY TERRACE PARTNERSHIP	IFS 3 MN FE 28 85
BC CENTRAL CREDIT UNION	ANNUAL REPORT

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ISSUER	TITLE
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HUDSON BAY MINING AND SMELTING CO.,	PRESS RELEASE
HUDSON BAY MINING AND SMELTING CO.,	PRESS RELEASE
HUDSON'S BAY COMPANY	ANNUAL REPORT
HUGHES TOOL COMPANY	IFS 3 MN MR 31 85
HUGHES TOOL COMPANY	PRESS RELEASE
HUNTER DOUGLAS N. V.	ANNUAL REPORT
HURON BRUCE MINES LIMITED	AUD. ANN. FIN. STMT.
HUSKY OIL LTD.	PRESS RELEASE
HUSKY OIL LTD.	PRESS RELEASE
HUSKY OIL LTD.	PRESS RELEASE
HUSKY OIL LTD.	PRESS RELEASE
HUSKY OIL LTD.	PRESS RELEASE
I.T.L. INDUSTRIES LIMITED	T.S.E. MATERIAL
IMPERIAL LIFE ASSURANCE COMPANY OF	PRESS RELEASE

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ISSUER	TITLE
INDAL LIMITED	PRESS RELEASE
INDUSTRIAL AMERICAN FUND	REPORT FOR THE 3 MON
INDUSTRIAL DIVIDEND FUND LIMITED	REPORT FOR THE 3 MON
INDUSTRIAL EQUITY FUND LIMITED	REPORT FOR THE 3 MON
INDUSTRIAL GROWTH FUND	REPORT FOR THE 3 MON
INDUSTRIAL INCOME FUND	REPORT FOR THE 3 MON
INDUSTRIAL PENSION FUND	REPORT FOR THE 3 MON
INGLIS LIMITED	PRESS RELEASE
INSULITE EXPLORATIONS INC.	IFS 9 MN FE 28 85
INTENSITY RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
INTER-CITY GAS CORPORATION	PRESS RELEASE
INTERLAKE DEVELOPMENT CORP.	TAKEOVER/FORM 35
INTERNATIONAL POLARIS ENERGY CORP.	IFS 3 MN FE 28 85
INTERNATIONAL THOMSON ORGANISATION	PRESS RELEASE
INTERNATIONAL THOMSON ORGANISATION	PRESS RELEASE
INVERNESS PETROLEUM LTD.	PRESS RELEASE
INVESTORS GROUP, THE	PRESS RELEASE
INVESTORS GROUP, THE	PRESS RELEASE
INVESTORS GROUP, THE	PRESS RELEASE
IPSCO INC.	PRESS RELEASE
IRON BAY TRUST, THE	PRESS RELEASE
IRWIN TOY LIMITED	PRESS RELEASE
IVACO INC.	ANNUAL REPORT
IVACO INC.	T.S.E. MATERIAL
IVACO INC.	SHRHLDRS. MTNG. MAT.
IVACO INC.	ANNUAL INFO. FORM
JAMIE FRONTIER RESOURCES INC.	FORM 27-MAT. CHANGE
JANNOCK LIMITED	PRESS RELEASE
JOHN LABATT LIMITED	PRESS RELEASE
JOHNSON & JOHNSON	DIVIDEND NOTICE
JOHNSON MATTHEY PUBLIC LIMITED COMPANY	PRESS RELEASE
JOHNSON MATTHEY PUBLIC LIMITED COMPANY	PRESS RELEASE
JOHNSON MATTHEY PUBLIC LIMITED COMPANY	PRESS RELEASE
JOHNSON MATTHEY PUBLIC LIMITED COMPANY	PRESS RELEASE
JONPOL EXPLORATIONS LIMITED	PRIVATE PLACEMENTS
KAMAD SILVER CO. LTD.	PRESS RELEASE
KAMSACK RESOURCE EXPLORATIONS LIMITED	ANNUAL REPORT
KAMSACK RESOURCE EXPLORATIONS LIMITED	SHRHLDRS. MTNG. MAT.
KEEN INDUSTRIES LIMITED	IFS 3 MN JA 31 85
KEEPRITE INC.	LET. TO SHAREHOLDERS
KEG RESTAURANTS LTD.	ANNUAL REPORT
KELSEY-HAYES CANADA LIMITED	IFS 3 MN MR 31 85
KENSINGTON II PARTNERSHIP	AUD. ANN. FIN. STMT.
KERR ADDISON MINES LIMITED	PRESS RELEASE
KERR ADDISON MINES LIMITED	PRESS RELEASE
KERR-MCGEE CORPORATION	PRESS RELEASE
KERR-MCGEE CORPORATION	PRESS RELEASE
KERR-MCGEE CORPORATION	CHANGE DIRECTORS

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KEY ANACON MINES LIMITED	ANNUAL REPORT
KEY ANACON MINES LIMITED	IFS 3 MN MR 31 85
KEY ANACON MINES LIMITED	SHRHLDRS. MTNG. MAT.
KIENA GOLD MINES LIMITED	PRESS RELEASE
KREMZAR GOLD MINES LIMITED	FORM 27-MAT. CHANGE
LAC MINERALS LTD.	IFS 3 MN MR 31 85
LAC MINERALS LTD.	PRESS RELEASE
LAC MINERALS LTD.	PRESS RELEASE
LAC MINERALS LTD.	PRESS RELEASE
LAC MINERALS LTD.	PRESS RELEASE
LAC MINERALS LTD.	PRESS RELEASE
LAFARGE CORPORATION	CHANGE DIRECTORS
LAFARGE CORPORATION	PRESS RELEASE
LAFARGE CORPORATION	PRESS RELEASE
LAFARGE CORPORATION	PRESS RELEASE
LAFARGE CORPORATION	PRESS RELEASE
LAFARGE CORPORATION	PRESS RELEASE
LAFARGE CORPORATION	PRESS RELEASE
LAKE ONTARIO CEMENT LIMITED	IFS 3 MN MR 31 85
LAKE SHORE MINES LIMITED	PRESS RELEASE
LAKE SHORE MINES LIMITED	PRESS RELEASE
LAKE SHORE MINES LIMITED	PRESS RELEASE
LAKE SHORE MINES LIMITED	PRESS RELEASE
LANDBANK RESOURCES 1980 PROGRAM	AUD. ANN. FIN. STMT.
LANDBANK RESOURCES 1980 PROGRAM	INCOME TAX INFORMATI
LANDBANK RESOURCES 1980 PROGRAM	TAKEOVER/FORM 35
LANDBANK RESOURCES 79-80 PROGRAM	AUD. ANN. FIN. STMT.
LANDBANK RESOURCES 79-80 PROGRAM	INCOME TAX INFORMATI
LANDBANK RESOURCES 79-80 PROGRAM	TAKEOVER/FORM 35
LANSVIEW RESOURCE CORPORATION	IFS 9 MN MR 31 85
LANSVIEW RESOURCE CORPORATION	PRESS RELEASE
LANSVIEW RESOURCE CORPORATION	PRESS RELEASE
LANSVIEW RESOURCE CORPORATION	SHRHLDRS. MTNG. MAT.
LEASE-RITE CORPORATION INC.	CERTIF. OF MAILING
LEHNDORFF CANADIAN PROPERTIES	PRESS RELEASE
LEHNDORFF PROPERTIES (CANADA) III	AUD. ANN. FIN. STMT.
LEIGH INSTRUMENTS LIMITED	PRESS RELEASE
LINCOLN PARK TOWER APARTMENT PROJECT	IFS 6 MN FE 28 85
LITTLE LONG LAC GOLD MINES LIMITED	PRESS RELEASE
LITTLE LONG LAC GOLD MINES LIMITED	PRESS RELEASE
LITTLE LONG LAC GOLD MINES LIMITED	PRESS RELEASE
LOBLAW COMPANIES LIMITED	IFS 12 WK MR 23 85
LOBLAW COMPANIES LIMITED	DIVIDEND NOTICE
LOBLAW COMPANIES LIMITED	DIVIDEND NOTICE
LOBLAW COMPANIES LIMITED	CERTIF. OF MAILING
LOCHIEL EXPLORATION LTD.	PRESS RELEASE
LONSDALE APARTMENT PROJECT	IFS 6 MN DE 31 84
LONSDALE APARTMENT PROJECT	SHRHLDRS. MTNG. MAT.

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MACKENZIE EQUITY FUND	REPORT FOR THE 3 MON
MACKENZIE MORTGAGE & INCOME FUND	REPORT FOR THE 3 MON
MACLEAN HUNTER LIMITED	IFS 3 MN MR 31 85
MACLEAN HUNTER LIMITED	T.S.E. MATERIAL
MACLEAN HUNTER LIMITED	EXEMPT FIN. NOTICE
MAGNA INTERNATIONAL INC.	DIVIDEND NOTICE
MAJESTIC CONTRACTORS LIMITED	PRESS RELEASE
MARITIME ELECTRIC COMPANY LIMITED	ANNUAL REPORT
MARITIME ELECTRIC COMPANY LIMITED	SHRHLDRS. MTNG. MAT.
MARITIME TELEGRAPH & TELEPHONE CO. LTD.	PRESS RELEASE
MARITIME TELEGRAPH & TELEPHONE CO. LTD.	PRESS RELEASE
MARKEL FINANCIAL HOLDINGS LIMITED	PRESS RELEASE
MARKS & SPENCER CANADA INC.	ANNUAL REPORT
MARKS & SPENCER CANADA INC.	SHRHLDRS. MTNG. MAT.
MARLBOROUGH FUND, THE	ANNUAL REPORT
MASSEY-FERGUSON LIMITED	ANNUAL REPORT
MASSEY-FERGUSON LIMITED	FORM 10K
MASSEY-FERGUSON LIMITED	SHRHLDRS. MTNG. MAT.
MASTER RESOURCES & DEVELOPMENTS LIMITED	PRESS RELEASE
MASTER RESOURCES & DEVELOPMENTS LIMITED	EXEMPT FIN. NOTICE
MCGRAW-HILL RYERSON LIMITED	CHANGE DIRECTORS
MCINTYRE MINES LIMITED	PRESS RELEASE
MEADOWVALE GARDENS PHASE I APARTMENT	IFS 6 MN FE 28 85
MELROSE RESOURCES LTD.	FORM 27-MAT. CHANGE
MERCANTILE BANK OF CANADA, THE	LET. TO SHAREHOLDERS
MESTON LAKE RESOURCES INC.	PRESS RELEASE
MESTON LAKE RESOURCES INC.	FORM 27-MAT. CHANGE
MICRON RESOURCES LTD.	AUD. ANN. FIN. STMT.
MIDCON OIL & GAS LIMITED	TAKEOVER/FORM 35
MIDDLE AGE CRAZY	AUD. ANN. FIN. STMT.
MOIRA PARTNERSHIP	AUD. ANN. FIN. STMT.
MONTREAL TRUSTCO INC.	PRESS RELEASE
MORGAN HYDROCARBONS INC.	AUD. ANN. FIN. STMT.
MORGAN HYDROCARBONS INC.	PRESS RELEASE
MORGAN TRUSTCO INC.	PRESS RELEASE
MORRISON PETROLEUMS LIMITED	PRESS RELEASE
MORRISON PETROLEUMS LIMITED	PRESS RELEASE
MORRISON PETROLEUMS LIMITED	PRESS RELEASE
MORRISON PETROLEUMS LIMITED	PRESS RELEASE
MOSSLAW GROWTH FUND LIMITED	PRESS RELEASE
MOTHER'S RESTAURANTS LIMITED	SHRHLDRS. MTNG. MAT.
MOTHER'S RESTAURANTS LIMITED	PRIVATE PLACEMENTS
MURPHY OIL COMPANY LTD.	RULING/ORDER/REASONS
NABISCO BRANDS INC.	PRESS RELEASE
NABISCO BRANDS LTD.	PRESS RELEASE
NATIONAL BANK LEASING INC.	PRESS RELEASE
NATIONAL BANK OF CANADA	FORM 29 OR ACFC
	RULING/ORDER/REASONS

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ISSUER	TITLE
NATIONAL BUSINESS SYSTEMS INC.	PRESS RELEASE
NATIONAL BUSINESS SYSTEMS INC.	FORM 8-K
NATIONAL BUSINESS SYSTEMS INC.	PRESS RELEASE
NATIONAL BUSINESS SYSTEMS INC.	T.S.E. MATERIAL
NATIONAL PETROLEUM CORPORATION LIMITED	10Q 3 MN FE 28 85
NATIONAL RESOURCE EXPLORATION PROGRAM	AUD. ANN. FIN. STMT.
NATIONAL RESOURCE EXPLORATION PROGRAM	AUD. ANN. FIN. STMT.
NATIONAL RESOURCE EXPLORATION PROGRAM	AUD. ANN. FIN. STMT.
NATIONAL SEA PRODUCTS LIMITED	PRESS RELEASE
NATIONAL SEA PRODUCTS LIMITED	CHANGE DIRECTORS
NEW BRUNSWICK TELEPHONE COMPANY,	PRESS RELEASE
NEWFOUNDLAND CAPITAL CORPORATION LIMITED	ANNUAL REPORT
NEWFOUNDLAND CAPITAL CORPORATION LIMITED	SHRHLDRS. MTNG. MAT.
NEWFOUNDLAND CAPITAL CORPORATION LIMITED	PRESS RELEASE
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	PRESS RELEASE
NEWSCOPE RESOURCES LIMITED	T.S.E. MATERIAL
NIGHT HAWK RESOURCES LTD.	IFS 6 MN FE 28 85
NOMA INDUSTRIES LIMITED	ANNUAL REPORT
NOMA INDUSTRIES LIMITED	PRESS RELEASE
NOMA INDUSTRIES LIMITED	SHRHLDRS. MTNG. MAT.
NOMA INDUSTRIES LIMITED	T.S.E. MATERIAL
NORANDA INC.	PRESS RELEASE
NORANDA INC.	PRESS RELEASE
NORANDA INC.	PRESS RELEASE
NORANDA INC.	ANNUAL INFO. FORM
NORCEN ENERGY RESOURCES LIMITED	T.S.E. MATERIAL
NORDAIR INC.	PRESS RELEASE
NORTHERN CANADA MINES LIMITED	ANNUAL REPORT
NORTHERN CANADA MINES LIMITED	IFS 3 MN MR 31 85
NORTHERN CANADA MINES LIMITED	SHRHLDRS. MTNG. MAT.
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LIMITED	PRELIM. PROSPECTUS
NORTHUMBERLAND MINES LIMITED	IFS 9 MN FE 28 85
NOVA, AN ALBERTA CORPORATION	PRESS RELEASE
NOVA-CO EXPLORATION LIMITED	CHANGE DIRECTORS
NU-WEST GROUP LIMITED	AUD. ANN. FIN. STMT.
NU-WEST GROUP LIMITED	PRESS RELEASE
NUMAC OIL & GAS LTD.	PRESS RELEASE
O'BRIEN ENERGY & RESOURCES LIMITED	CHANGE DIRECTORS
OAKWOOD PETROLEUMS LTD.	PRESS RELEASE
OCCIDENTAL PETROLEUM CORPORATION	SHRHLDRS. MTNG. MAT.
OMEGA HYDROCARBONS LTD.	ANNUAL REPORT
ONYX PETROLEUM EXPLORATION COMPANY	PRESS RELEASE

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ISSUER	TITLE
ONYX PETROLEUM EXPLORATION COMPANY	PRESS RELEASE
OPI LTD.	SHRHLDRS. MTNG. MAT.
OPIMIAN CALIFORNIA VINEYARDS	AUD. ANN. FIN. STMT.
ORBIT 79-80 ENERGY PROGRAM	ANNUAL REPORT
ORBIT 79-80 ENERGY PROGRAM	SHRHLDRS. MTNG. MAT.
ORBIT OIL & GAS LTD.	ANNUAL REPORT
ORBIT OIL & GAS LTD.	PRESS RELEASE
ORBIT OIL & GAS LTD.	SHRHLDRS. MTNG. MAT.
ORION CAPITAL CORPORATION	ANNUAL REPORT
PAGEBROOK GULF STREET PARTNERSHIP	SIGNED FINANCIAL STA
PAGEBROOK MULTIHOLDINGS PARTNERSHIP	SIGNED FINANCIAL STA
PAGEBROOK PEEL II PARTNERSHIP	SIGNED FINANCIAL STA
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PAGEBROOK-PEEL PROPERTIES PARTNERSHIP	SIGNED FINANCIAL STA
PAMOUR PORCUPINE MINES LIMITED	IFS 3 MN MR 31 85
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PARK COUNTY TOWNHOUSE INVESTMENTS	IFS 3 MN MR 31 85
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PARQUET RESOURCES INC.	AUD. ANN. FIN. STMT.
PARQUET RESOURCES INC.	IFS 3 MN MR 31 85
PE BEN OILFIELD SERVICES LTD.	IFS 3 MN MR 31 85
PEGASUS GOLD INC.	PRIVATE PLACEMENTS
PEGASUS GOLD INC.	SHRHLDRS. MTNG. MAT.
PEGASUS GOLD INC.	CERTIF. OF MAILING
PENN WEST PETROLEUM LTD.	IFS 3 MN MR 31 85
PENN-LYNC RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
PENNINGTON'S STORES LIMITED	PRESS RELEASE
PEOPLES JEWELLERS LIMITED	IFS 6 MN MR 2 85
PETER ISLAND RESOURCES INC.	IFS 9 MN FE 28 85
PETROX ENERGY & MINERAL CORPORATION	APPLICATION
PHILLIPS PETROLEUM COMPANY	ANNUAL REPORT
PHILLIPS PETROLEUM COMPANY	SHRHLDRS. MTNG. MAT.
PINE POINT MINES LIMITED	PRESS RELEASE
PINERIDGE GREENE RENTAL PROJECT	AUD. ANN. FIN. STMT.
PINERIDGE GREENE RENTAL PROJECT	SHRHLDRS. MTNG. MAT.
PLACE MONTFORT APARTMENT PROJECT	PRESS RELEASE
PLACER DEVELOPMENT LIMITED	PRESS RELEASE
PLACER DEVELOPMENT LIMITED	PRESS RELEASE
PLACER DEVELOPMENT LIMITED	ANNUAL INFO. FORM
POLYSAR LIMITED	CERTIF. OF MAILING
PONEY EXPLORATIONS LTD.	PRESS RELEASE
POWER FINANCIAL CORPORATION	PRESS RELEASE
PRAIRIE OIL ROYALTIES COMPANY LIMITED	PRESS RELEASE
PRAIRIE OIL ROYALTIES COMPANY LIMITED	PRESS RELEASE
PRECAMBRIAN SHIELD RESOURCES LIMITED	SALE OF SHARES SECTI

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PREMIUM EQUITY CORPORATION	FORM 27-MAT. CHANGE
PREMIUM EQUITY CORPORATION	PRESS RELEASE
PRINCETON GOLD MINES LIMITED	LET. TO SHAREHOLDERS
PRODECO OIL & GAS CO. LTD.	ANNUAL REPORT
PUNTERS GOLD EXPLORATIONS INCORPORATED	CHANGE DIRECTORS
QUEBEC COBALT AND EXPLORATION LTD.	IFS 3 MN MR 31 85
QUEENSTAKE RESOURCES LTD.	ANNUAL REPORT
QUEENSTAKE RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
R. L. CRAIN INC.	PRESS RELEASE
RANGER OIL LIMITED	T.S.E. MATERIAL
REAL PROPERTY TRUST OF CANADA	LET. TO SHAREHOLDERS
REALGROWTH CANADIAN EQUITY FUND	AUD. ANN. FIN. STMT.
RED ROCKET EXPLORATION INC.	IFS 9 MN FE 28 85
REDEARTH-BISTCHO EXPLORATION LIMITED	RIGHTS OFFERING
REDEARTH-BISTCHO EXPLORATION LIMITED	SPECIAL MEETING OF L
REDRUTH GOLD MINES LIMITED	EXEMPT FIN. NOTICE
REDSTONE RESOURCES INC.	ANNUAL REPORT
REDSTONE RESOURCES INC.	SHRHLDRS. MTNG. MAT.
REITMAN'S (CANADA) LIMITED	DIVIDEND NOTICE
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REVENUE PROPERTIES COMPANY LIMITED	ANNUAL REPORT
RILEY'S DATASHARE INTERNATIONAL LTD.	IFS 9 MN FE 28 85
ROGERS CABLESYSTEMS INC.	CERTIF. OF MAILING
ROGERS CABLESYSTEMS INC.	FORM 27-MAT. CHANGE
ROLLAND INC.	PRESS RELEASE
ROMAN CORPORATION LIMITED	PRESS RELEASE
ROYAL TRUST "E" FUND	ANNUAL REPORT
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ROYAL TRUST "M" FUND	ANNUAL REPORT
ROYAL TRUST "M" FUND	CERTIF. OF MAILING
ROYAL TRUST MANAGED FUNDS - A ,B & C	ANNUAL REPORT
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ROYAL TRUSTCO LIMITED	PRESS RELEASE
RPM-85 PRODUCTION AND DEVELOPMENT	PRIVATE PLACEMENTS
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SANDWELL AND COMPANY LIMITED	SHRHLDRS. MTNG. MAT.
SAULT MEADOWS ENERGY CORPORATION	IFS 3 MN FE 28 85
SAVINGS & INVESTMENT CORPORATION MUTUAL	IFS 6 MN FE 28 85
SAVINGS AND INVESTMENT AMERICAN FUND	IFS 6 MN FE 28 85
SCEPTRE RESOURCES LIMITED	PRESS RELEASE
SCEPTRE RESOURCES LIMITED	PRELIM. PROSPECTUS
SCINTILORE EXPLORATIONS LIMITED	PRIVATE PLACEMENTS
SCINTILORE EXPLORATIONS LIMITED	PRIVATE PLACEMENTS
SCOTT'S HOSPITALITY INC.	PRESS RELEASE
SCOTT'S HOSPITALITY INC.	TAKEOVER/FORM 35
SCOTT'S HOSPITALITY INC.	FORM 27-MAT. CHANGE
SEABOARD LIFE INSURANCE COMPANY	AUD. ANN. FIN. STMT.

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SEABOARD LIFE INSURANCE COMPANY	CHANGE OF ADDRESS
SEABRIGHT RESOURCES INC.	FORM 27-MAT. CHANGE
SEAGRAM COMPANY LTD.	FORM 10K
SEARS ACCEPTANCE COMPANY INC.	AUD. ANN. FIN. STMT.
SELKIRK COMMUNICATIONS LIMITED	SIGNED ANNUAL REPORT
SELKIRK COMMUNICATIONS LIMITED	CLASS "A" SHARES
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SHARPE ENERGY & RESOURCES LIMITED	IFS 3 MN MR 31 85
SHAW CABLESYSTEMS LTD.	IFS 6 MN FE 28 85
SHELL CANADA LIMITED	SHRHLDRS. MTNG. MAT.
SHELL OIL COMPANY	SHRHLDRS. MTNG. MAT.
SHELTER HYDROCARBONS 81-1	ANNUAL REPORT
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SIENNA RESOURCES LIMITED	IFS 9 MN FE 28 85
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SIENNA RESOURCES LIMITED	PRESS RELEASE
SIGMA MINES (QUEBEC) LIMITED	CERTIF. OF MAILING
SILCORP LIMITED	PRESS RELEASE
SILENCE OF THE NORTH	AUD. ANN. FIN. STMT.
SILVERTON RESOURCES LTD.	IFS 6 MN FE 28 85
SOBEYS STORES LIMITED	T.S.E. MATERIAL
SOGEPET LIMITED	CERTIF. OF MAILING
SOGEPET LIMITED	CERTIF. OF MAILING
SORREL RESOURCES LTD.	PRESS RELEASE
SOUTHERN EAGLE PETROLEUM INC.	CERTIF. OF MAILING
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SPARTON RESOURCES INC.	FORM 27-MAT. CHANGE
SPRINT RESOURCES LTD.	IFS 6 MN FE 28 85
SPRUCE FALLS POWER AND PAPER COMPANY,	AUD. ANN. FIN. STMT.
SPRUCE FALLS POWER AND PAPER COMPANY,	SHRHLDRS. MTNG. MAT.
ST. ANDREW GOLDFIELDS LTD.	T.S.E. MATERIAL
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STANDARD BROADCASTING CORPORATION	IFS 6 MN FE 28 85
STANDARD BROADCASTING CORPORATION	PRESS RELEASE
STANDARD TRUSTCO LIMITED	CORRECTION OF LETTER
STANLEY PARK PLACE APARTMENTS	AUD. ANN. FIN. STMT.
STEEP ROCK RESOURCES INC.	PRESS RELEASE
STELCO INC.	CERTIF. OF MAILING
SUNRISE METALS CORPORATION	AUD. ANN. FIN. STMT.
SUPERIOR ACCEPTANCE CORPORATION LIMITED	PRESS RELEASE
T & H RESOURCES LTD.	AUD. ANN. FIN. STMT.
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TALISMAN MINES LIMITED	PRESS RELEASE
TECSYN INTERNATIONAL INC.	SHRHLDRS. MTNG. MAT.
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TELE-CAPITAL INC.	IFS 13 WK FE 24 85
TELEDYNE CANADA, LIMITED	IFS 3 MN MR 31 85

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TEXACO CANADA INC.	PRESS RELEASE
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TIBER ENERGY CORPORATION	PRESS RELEASE
TIE/TELECOMMUNICATIONS CANADA LIMITED	PRESS RELEASE
TORSTAR CORPORATION	ANNUAL INFO. FORM
TOTAL PETROLEUM (NORTH AMERICA) LTD.	RESULTS FOR THE 3 MO
TOTAL PETROLEUM (NORTH AMERICA) LTD.	PRESS RELEASE
TOTAL PETROLEUM (NORTH AMERICA) LTD.	PRESS RELEASE
TRADERS GROUP LIMITED	IFS 3 MN MR 31 85
TRANSALTA RESOURCES CORPORATION	PRELIM. PROSPECTUS
TRANSCANADA PIPELINES LIMITED	IFS 3 MN MR 31 85
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TRANSCANADA PIPELINES LIMITED	PRESS RELEASE
TRANSCANADA PIPELINES LIMITED	PRESS RELEASE
TRANSCANADA PIPELINES LIMITED	PRESS RELEASE
TRI-STAR RESOURCES LTD.	PRESS RELEASE
TRILON FINANCIAL CORPORATION	IFS 3 MN MR 31 85
TRILON FINANCIAL CORPORATION	PRESS RELEASE
TRILON FINANCIAL CORPORATION	DIVIDEND NOTICE
TRIZEC CORPORATION LTD.	EXEMPT FIN. NOTICE
TRIZEC CORPORATION LTD.	EXEMPT FIN. NOTICE
U.S. STEEL CANADA INC.	PROSPECTUS
UAP INC.	PRESS RELEASE
UBI RESOURCES INC.	IFS 3 MN MR 31 85
UNICORP CANADA CORPORATION	PRESS RELEASE
UNIROYAL, INC.	TAKEOVER/FORM 35
UNITED KENO HILL MINES LIMITED	IFS 3 MN MR 31 85
UNITED KENO HILL MINES LIMITED	CERTIF. OF MAILING
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UNIVEST GROWTH FUND	FORM 28-ANN. FILING
VAN DER HOUT ASSOCIATES LIMITED	CERTIF. OF MAILING
VICTORIA COUNTY EXPLORATIONS INC.	IFS 9 MN FE 28 85
VULCAN INDUSTRIAL PACKAGING LIMITED	PRESS RELEASE
WAINOCO OIL CORPORATION	ANNUAL REPORT
WAINOCO OIL CORPORATION	FORM 10K
WALDEC OF CANADA LIMITED	AUD. ANN. FIN. STMT.
WALDEC OF CANADA LIMITED	SHRHLDRS. MTNG. MAT.
WESTAR MINING LTD.	PRESS RELEASE
WHONNOCK INDUSTRIES LIMITED	IFS 3 MN MR 31 85
WILCO MINING COMPANY LIMITED	CHANGE DIRECTORS
WITCO CHEMICAL CORPORATION	CHANGE DIRECTORS
WOODWARD'S LIMITED	ANNUAL REPORT
WOODWARD'S LIMITED	SHRHLDRS. MTNG. MAT.
WRIGHT-HARGREAVES MINES LIMITED	PRESS RELEASE

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WRIGHT-HARGREAVES MINES LIMITED	PRESS RELEASE
XANADU FUND LIMITED	AUD. ANN. FIN. STMT.
YELLOWKNIFE BEAR RESOURCES INC.	TAKEOVER/FORM 35
YONGE-ROSEDALE PARTNERSHIP	SIGNED FINANCIAL STA
YOUNG-DAVIDSON MINES LIMITED	ANNUAL REPORT
YOUNG-DAVIDSON MINES LIMITED	IFS 3 MN MR 31 85
YVANEX DEVELOPMENTS LIMITED	PRESS RELEASE

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CHAPTER 11
NEW ISSUE AND SECONDARY FINANCING

11.1 PRELIMINARY PROSPECTUSES RECEIVED
11.1.1 PROFESSIONAL MARKET FUND LIMITED

May 3, 1985

Professional Market Fund Limited

Offering Class A shares on a continuous basis at their net asset value, with a minimum subscription of \$500.

Distributor: Watt Carmichael Securities Limited

11.1.2 APEO FUNDS LIMITED

May 6, 1985

APEO Funds Limited

National Issue - Ontario

Offering units in the funds on a continuous basis at their net asset value, with a minimum subscription of \$200.

Distributor: The Cororation

11.2 PRELIMINARY SHORT FORM PROSPECTUS RECEIVED

11.2.1 CANADIAN NATIONAL RAILWAY COMPANY

May 8, 1985

Canadian National Railway Company

National Issue - Quebec

Offering \$ * of % debentures, Series DC unsecured and redeemable at a price of \$ * and accrued interest, if any, to yield approximately * %.

Underwriters: McLeod Young Weir Limited
Richardson Greenshields of Canada Limited
Wood Gundy Inc.
Levesque, Beaubien Inc.
Pemberton Houston Willoughby Incorporated
Georrfrion, Leclerc Inc.

11.3 PRELIMINARY PROSPECTUS - WITHDRAWN

11.3.1 GOLDEN GROUP EXPLORATIONS AND COMPANY, LIMITED ET AL

Golden Group Explorations Inc.
Golden Explorations Inc.

The prospectus dated April 2, 1985 has been withdrawn at the request of the issuer.

11.4 PRELIMINARY SHORT FORM PROSPECTUS - WITHDRAWN

11.4.1 SHELL CANADA LIMITED

May 9, 1985

Shell Canada Limited

The preliminary short form prospectus dated March 27, 1985 has been withdrawn at the request of the issuer.

11.5 FINAL RECEIPTS ISSUED

11.5.1 DOME PETROLEUM LIMITED

Dome Petroleum Limited

Final receipt issued May 6, 1985 for prospectus dated May 3, 1985 offering Cdn. \$106,536,420, 30,000,000 Common Shares and 15,000,000 Common Share Purchase Warrants, offered in units, each of which consists of one Common Share and one half Common Share Purchase Warrant, at Cdn. \$3.55 per unit to net the treasury of the Company an aggregate of Cdn. \$100,381,411.

Underwriters: Dominion Securities Pitfield Limited
Wood Gundy Inc.
McLeod Young Weir Limited
Nesbitt Thomson Bongard Inc.
Richardson Greenshields of Canada Limited

11.5.2 GOLDTRUST

Goldtrust

A final receipt issued May 8, 1985 for a prospectus dated April 30, 1985 qualifying Mutual Fund Units to be offered at net asset value plus a sales commission.

Distributors: Registered investment dealers, brokers
and mutual fund dealers.

11.5.3 CENTRAL TRUST MORTGAGE FUND

Central Trust Mortgage Fund

Final receipt issued May 9, 1985 for a prospectus dated April 30, 1985 qualifying mutual fund shares at net asset value.

Distributor: Central Trust Company

11.5.4 GUARANTY TRUST INVESTORS FUND - INCOME SECTION

Guaranty Trust Investors Fund - Income Section

Final receipt issued May 9, 1985 for a prospectus dated April 30, 1985 qualifying for sale units of the Fund at net asset value.

A Summary Statement was filed concurrently with the prospectus.

Distributor: Guaranty Trust Company of Canada

11.5.5 GUARANTY TRUST INVESTORS FUND - EQUITY SECTION

Guaranty Trust Investors Fund Equity Section

Final receipt issued May 9, 1985 for a prospectus dated April 30, 1985 qualifying for sale units of the Fund at net asset value.

A Summary Statement was filed concurrently with the prospectus.

Distributor: Guaranty Trust Company of Canada

11.5.6 GUARANTY TRUST MORTGAGE FUND

Guaranty Trust Mortgage Fund

Final receipt issued May 9, 1985 for a prospectus dated April 30, 1985 qualifying for sale units of the Fund at net asset value.

A Summary Statement was filed concurrently with the prospectus.

Distributor: Guaranty Trust Company of Canada

11.5.7 ROYAL TRUST E FUND

Royal Trust E Fund

Final receipt issued May 9, 1985, for a prospectus dated April 30, 1985, offering mutual fund units at net asset value per Unit.

Distributor: The Royal Trust Company

11.5.8 GROWTH EQUITY FUND LIMITED

Growth Equity Fund Limited

Final receipt issued May 9, 1985 for a prospectus dated April 23, 1985, qualifying mutual fund shares at net asset value.

Distributor: G. E. F. Management Limited

11.5.9 ROYAL TRUST MANAGED FUNDS A, B AND C FUNDS

Royal Trust Managed Funds A, B and C Funds

Final receipt issued May 9, 1985, for a prospectus dated April 30, 1985, offering mutual fund units at net asset value per Unit.

Distributor: The Royal Trust Company

11.5.10 ROYAL TRUST M FUND

Royal Trust M Fund

Final receipt issued May 9, 1985, for a prospectus dated April 30, 1985, offering mutual fund units at net asset value per Unit.

Distributor: The Royal Trust Company

11.5.11 BARRTOR AMERICAN FUND

Barrtor American Fund

Final receipt issued May 10, 1985 for a prospectus dated May 8, 1985 qualifying mutual fund shares at net asset value.

Distributor: Cassels Blaikie & Co. Limited

11.5.12 LYTTON MINERALS LIMITED

Lytton Minerals Limited

Final receipt issued May 10, 1985 for an exchange offering prospectus dated May 6, 1985 qualifying for sale 1,000,000 common shares via a fixed price offering on the Toronto and Vancouver Stock Exchanges.

Agent in Ontario: Walwyn Stodgell Cochran Murray Limited

11.5.13 COURTS OF ST. JAMES PHASE II 1985 LIMITED PARTNERSHIP

Courts of St. James Phase II 1985 Limited Partnership

Final receipt issued May 13, 1985 for a prospectus dated May 7, 1985 offering 225 limited partnership units at \$12,000 per unit to net the issuer \$2,376,000 after commissions. The minimum subscription is \$12,000 per unit to net the issuer (1 unit).

Promoter: Lakeview Development of Canada Ltd.

Agent: Lakeview Securities Inc.

11.5.14 CO-OPERATIVE TRUST COMPANY OF CANADA GROWTH FUND

Co-operative Trust Company of Canada Growth Fund

Final receipt issued May 13, 1985 for a prospectus dated April 30, 1985 qualifying mutual fund units for sale at net asset value.

Distributor: Co-operative Trust Company of Canada

11.5.15 CO-OPERATIVE TRUST COMPANY OF CANADA INCOME FUND

Co-operative Trust Company of Canada Income Fund

Final receipt issued May 13, 1985 for a prospectus dated April 30, 1985 qualifying mutual fund units for sale at net asset value.

Distributor: Co-operative Trust Company of Canada

11.5.16 INVESTORS REAL PROPERTY FUND

Investors Real Property Fund

Final receipt issued May 13, 1985 for prospectus dated April 30, 1985 offering Class A and Class B mutual fund units at net asset value plus a sales commission.

Distributor: Investors Syndicate Limited

11.5.17 STERLING EQUITY FUND

Sterling Equity Fund

Final receipt issued May 13, 1985 for a prospectus dated April 21, 1985 qualifying mutual fund units at net asset value.

Distributor: Sterling Trust Corporation

11.5.18 STERLING MORTGAGE FUND

Sterling Mortgage Fund

Final receipt issued May 13, 1985 for a prospectus dated April 21, 1985 qualifying mutual fund units at net asset value.

Distributor: Sterling Trust Corporation

11.5.19 PHILLIPS, HAGER & NORTH CANADIAN FUND

Phillips, Hager & North Canadian Fund

Final receipt issued May 13, 1985 for a prospectus dated April 30, 1985 qualifying for sale shares at net asset value plus a sales commission.

Distributor: Authorized brokers

11.5.20 PHILLIPS, HAGER & NORTH FUND

Phillips, Hager & North Fund

Final receipt issued May 13, 1985 for a prospectus dated April 30, 1985 qualifying for sale shares at net asset value plus a sales commission.

Distributor: Authorized brokers

11.6 FINAL RECEIPTS ISSUED - SHORT FORM PROSPECTUS

11.6.1 SCEPTRE RESOURCES LIMITED

Sceptre Resources Limited

Final receipt issued May 8, 1985 for a short form prospectus dated May 8, 1985 qualifying for sale \$40,000,000 8.75% Convertible Debentures due March 31, 1995 at par. Net proceeds to the issuer before deducting expenses of the issue will be \$38,500,000.

Underwriters: Burns Fry Limited
Dominion Securities Pitfield Limited

11.6.2 CROWNX INC.

Crownx Inc.

Final receipt issued May 10, 1985 for a short form prospectus dated May 10, 1985 filed by Crownx Inc. qualifying for sale in Ontario 2,000,000 Cumulative Redeemable Preferred Shares at \$25 per share to provide \$50,000,000 to the Corporation before deducting expenses of the issue.

Underwriters: Burns Fry Limited
Dominion Securities Pitfield Limited.

11.6.3 TRILON FINANCIAL CORPORATION

Trilon Financial Corporation

A final receipt was issued May 14, 1985 for a short form prospectus dated May 13, 1985 offering 1,000,000 floating rate class II preferred shares series two at \$100 per share. Net proceeds to the Company will be \$99,000,000 before deducting the expenses of the issue.

Underwriter: Dominion Securities Pitfield Limited

11.7 ANNUAL INFORMATION FORMS RECEIVED

11.7.1 SEARS ACCEPTANCE COMPANY INC.

May 6, 1985

Sears Acceptance Company Inc.

An annual information form dated April 22, 1985 has been filed by Sears Acceptance Company Inc. This is refiling.

11.7.2 SEARS CANADA INC.

Sears Canada Inc.

An annual information form dated April 22, 1985 has been filed by Sears Canada Inc. This is a refiling.

11.7.3 WALTAINÉ

May 7, 1985

Waltaine

An annual information form dated April 28, 1985, filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt has been issued on May 7, 1985 for a Simplified Prospectus dated April 28, 1985 qualifying mutual fund units offered at net asset value.

11.7.4 CANADIAN NATIONAL RAILWAY COMPANY

May 8, 1985

Canadian National Railway Company

An annual information form dated May 8, 1985 has been filed by Canadian National Railway Company. This is a refiling.

11.7.5 CANADIAN PACIFIC ENTERPRISES LIMITED

Canadian Pacific Enterprises Limited

An annual information form dated April 26, 1985 has been filed by Canadian Pacific Enterprises Limited. This is a refiling.

11.7.6 CANADIAN PACIFIC LIMITED

Canadian Pacific Limited

An annual information form dated May 1, 1985 has been filed by Canadian Pacific Limited. This is a refiling.

11.7.7 MARITIME TELEGRAPH AND TELEPHONE COMPANY, LIMITED

Maritime Telegraph and Telephone Company, Limited

An annual information form dated May 3, 1985 has been filed by Maritime Telegraph and Telephone Company, Limited. This is a refiling.

11.7.8 SUNCOR INC.

Suncor Inc.

An annual information form dated March 28, 1985 has been filed by Suncor Inc. This is a refiling.

11.8 ASAMERA INC.

Asamera Inc.

An annual information form dated April 24, 1985 has been filed by Asamera Inc. This is a refiling.

11.8.1 MOORE CORPORATION LIMITED

Moore Corporation Limited

National Issue - Ontario

A first annual information form dated May 7, 1985 has been filed by Moore Corporation Limited.

11.8.2 DYNAMIC SAVINGS FUND ET AL

Dynamic Savings Fund
Dynamic Income Fund
Dynamic Fund of Canada Ltd.
Dynamic American Fund
Dynamic-Guardian Gold Fund
Dynamic Prospector Fund

An annual information form dated April 30, 1985, filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt issued May 8, 1985 for a Simplified Prospectus dated April 30, 1985 qualifying mutual fund shares at net asset value, except for Dynamic Savings Fund which is offered in \$10 units.

Distributor: Dynamic Funds Management Ltd.

11.8.3 TOTAL PETROLEUM (NORTH AMERICA) LTD.

May 9, 1985

Total Petroleum (North America) Ltd.)

An annual information form dated May 3, 1985 has been filed by Total Petroleum (North America) Ltd. This is a refiling.

11.8.4 FEDERAL INDUSTRIES LTD.

May 13, 1985

Federal Industries Ltd.

The first annual information form dated May 7, 1985 filed by Federal Industries Ltd. has been accepted by the Commission.

11.8.5 CAMPEAU CORPORATION

Campeau Corporation

National Issue - Ontario

A first annual information form dated May 9, 1985 has been filed by Campeau Corporation.

11.8.6 SHERRITT GORDON MINES LIMITED

Sherritt Gordon Mines Limited

An annual information form dated April 30, 1985 has been filed by Sherritt Gordon Mines Limited. This is a refiling.

11.8.7 CANADIAN OCCIDENTAL PETROLEUM LTD.

Canadian Occidental Petroleum Ltd.

National Issue - Alberta

A first annual information form dated May 9, 1985 has been filed by Canadian Occidental Petroleum Ltd.

11.8.8 TRIMAC LIMITED

Trimac Limited

An annual information form dated May 8, 1985 has been filed by Trimac Limited. This is a refiling.

11.8.9 TRANSALTA UTILITIES CORPORATION

TransAlta Utilities Corporation

An annual information form dated May 9, 1985 has been filed by TransAlta Utilities Corporation. This is a refiling.

11.8.10 LOBLAW COMPANIES LIMITED

May 14, 1985

Loblaw Companies Limited

An annual information form dated May 8, 1985 has been filed by Loblaw Companies Limited. This is a refiling.

11.8.11 C-I-L INC.

C-I-L Inc.

An annual information form dated May 2, 1985 has been filed by C-I-L Inc. This is a refiling.

11.8.12 NORANDA INC.

Noranda Inc.

An annual information form dated April 19, 1985 has been filed by Noranda Inc. This is a refiling.

11.8.13 HUSKY OIL LTD.

Husky Oil Ltd.

An annual information form dated April 30, 1985 has been filed by Husky Oil Ltd. This is a refiling.

11.8.14 AMCA INTERNATIONAL LIMITED

AMCA International Limited

An annual information form dated May 15, 1985 has been filed by AMCA International Limited. This is a refiling.

CHAPTER 12
REGISTRATIONS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 25

OTHER INFORMATION

25.1 COMPANIES BRANCH/REASONS AND DECISIONS

25.1.1 MARKETING THE C.O.M. INDEX

The following is an insert with respect to a decision made by the Companies Branch, Ministry of Consumer and Commercial Relations, in the matter of MARKETING THE C.O.M. INDEX issued on May 10, 1985.

May 10, 1985

NOTICEMARKETING THE C.O.M. INDEX

Recently, Companies Branch introduced a service that can provide considerable assistance to clients who plan to conduct corporate name searches. Clients outside the Metropolitan Toronto area will find this service particularly useful.

To obtain a corporate search one must submit the exact name/or Ontario Corporation Number to the Branch. However, if the name given is not a direct hit as it appears in the records, the search will come up "No Record" and the whole exercise would have been a waste of time and money.

A large segment of potentially interested parties was surveyed to identify the interest of those who would consider purchasing the Corporations on Microfiche (C.O.M.) Index which provides basic name information of all corporations active in Ontario. The replies showed sufficient interest to make the sale of subscriptions a worthwhile proposition.

For \$75.00 semi-annually, subscribers receive the complete set which is comprised of the Master Index plus weekly updates. Available on the Index is basic name information identifying business and non-profit corporations, amalgamated and continued companies under the laws of the Province of Ontario, extra-provincial corporations which have been licensed to carry on business in Ontario and federal and Quebec corporations doing business within Ontario.

For further information on subscribing to the C.O.M. contact the Ministry of Government Services, Publication Services, 880 Bay Street, 5th Floor, Toronto, Ontario, M7A 1N8, telephone 416-965-6015.

RJLeC:sk

APPENDIX A

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The Ontario Securities Commission
administers the Securities Act of Ontario
(R.S.O. 1980, c. 466) and the Commodity Futures
Act of Ontario (R.S.O. 1980, c. 78).

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CHAPTER 1
NOTICES/PRESS RELEASES

1.1 1984 ANNUAL REPORT

1984 REPORT OF
THE ACTING CHAIRMAN
ONTARIO SECURITIES COMMISSION

APRIL, 1985

This report is prepared to provide a summary of the activities of the OSC during the 1984 calendar year.

1984 ACTIVITY LEVEL

1. Orders and Rulings

In 1984, the Commission received over 511 applications, representing 2.1 per working day¹ and an increase of 3.7% over 1983, and issued 798 orders and rulings (938)², or 3.3 per working day. Of these, 725 (810) were under the Securities Act, 34 (11) were under National or OSC Policy Statements and 31 (22) were under the Commodity Futures Act. The Commission issued 21(8) blanket rulings and orders designed to facilitate and simplify securities regulation. The Commission continued its practice of consulting the investment industry on a regular basis, as it published 15(8) requests for comments on proposed policies or regulations.

2. Hearings and Decisions

The Commission conducted 39 (22) hearings and public meetings. It published written reasons for its decisions in 4 (7) cases.

3. New Financing

The Corporate Finance Section reviewed 533 (590) offering documents in 1984. Of these 409 (454) were prospectuses, 63 (74) were rights offerings, 20 (28) were exchange-offering prospectuses or statements of material facts and 41 (34) were short form prospectuses under the Prompt Offering Qualification (POP) System. The Commission also reviewed 51 (49) amendments to prospectuses. Receipts for 375 (416) prospectuses were issued, including 38 (26) for short form prospectuses, and the value of securities

1. Based on 240 working days per year.

2. In this report, 1983 figures appear in parentheses following the 1984 figures.

sold thereunder was approximately \$7 billion (\$6.5 billion), including \$3.7 billion (\$2.2 billion) using short form prospectuses. In addition, 87 (44) annual information forms under the POP System were filed. Of the total value of securities offered by way of prospectus of \$7 billion, \$5.3 billion (\$5.5 billion) was for equity securities and \$1.7 billion (\$1 billion) was for debt securities. The aggregate value of initial offerings by private placement of Ontario issuers, Ontario reporting issuers and other issuers selling to Ontario residents (based on Form 20s filed with the Commission) was \$5.2 billion (\$3.9 billion), comprised of \$3.1 billion (\$2.9 billion) in equity and \$2 billion (\$1 billion) in debt securities.

The Corporate Finance Branch also reviewed and made recommendations in response to 229 (246) applications, the bulk of which were for rulings under section 73 of the Securities Act. Branch staff participated in many projects in the areas of legislation and policy development.

4. Registration

The Registration Branch processed 14,246 (11,183) submissions regarding individuals' registrations, an increase of 27% (+10.7%) over the previous year, and 2,792 (2,371) submissions regarding firms' registrations, up 17.7% (-22.7%). There were large increases in registration terminations and transfers, but total registrations were up, primarily due to the rapid expansion in mutual funds. At year end, there were 6,691 (6,014) persons and 443 (399) firms, including commodity floor traders, holding registrations. This was a record high number.

5. Investigations

The Enforcement Branch commenced 145 (140) investigations of which 15 (29) resulted in disciplinary hearings or cautions and 10 (21) resulted in court prosecutions. In addition, 73 (68) cases were referred to the TSE and 15 (31) to the Broker-Dealers Association of Ontario. In addition, investigation staff conducted particularly extensive investigations and hearings into direct telephone sales of speculative junior issues. Following these investigations, the BDA advised that it was not in a position to continue as a selfregulatory organization. Investigation staff have taken on the BDA's enforcement responsibilities.

During the year, investigation staff responded to 9,561 telephone inquiries and 2,495 letters of inquiry.

The Financial Disclosure and Insider Trading Section processed 52,861 (52,280) filings, a small increase of 1.1% (+15.5%) over the previous year. A computer system to provide better, up-to-date information to staff and the public was brought into operation.

6. Commodity Futures

The Commodity Futures Branch processed 35 (48) submissions on applications covering individuals and firms. At year end, 38 (36) firms were registered under the Commodity Futures Act. In addition, the Deputy Director had carriage of or assisted substantially in 52 (16) applications to the Commission. The Branch has been closely involved in the continuing development of The Toronto Futures Exchange, which commenced operations on January 16, 1984.

1984 HIGHLIGHTS

Securities Industry Review

The Commission convened a major public hearing, held over 3 weeks in November, and December 1984, to consider entry into and ownership of the Ontario securities industry by non-residents and by financial institutions or other non-industry persons. Currently the participation of these outsiders is limited by regulation. Representatives of the major Canadian stock exchanges, investment dealers, financial institutions, industry associations and interested individuals from across Canada and other countries participated in the hearing. The Commission dealt with the issue of how to strengthen Ontario's capital markets through increasing the markets' access to capital while maintaining significant Canadian ownership of securities firms, and also maintaining the distinct "four pillar" organization of Ontario's financial system. In its report, released in February, 1985, the Commission recommended that securities firms should only be controlled by significant securities industry investors; that where such control existed, outsiders could own up to 30% of a securities firm; and that special, limited registrations should be granted to foreign dealers and international dealers. Certain exemptions from registration previously available for private placement underwriting would be repealed.

Restricted Shares

In March 1984 the Commission published a position paper describing its concerns relating to the impact upon the efficiency of capital markets in Canada of the increasing use of restricted shares as a corporate finance device. Simultaneously, the Commission issued Interim Policy 1.3 - Restricted Shares. The Commission reviewed 46 written submissions on Interim Policy 1.3, and held a 2 day meeting to consider the regulation of restricted shares generally. The Chairman of the Commission met with the securities regulators from Quebec, Alberta and British Columbia, and the Director under the Canada Business Corporations Act in order to develop, as far as possible, a uniform policy. As a result of this review, Policy 1.3 was adopted in October 1984. Policy 1.3 requires disclosure of the particular attributes and restrictions of the restricted shares, and the distribution to holders of restricted

shares of all information documents required to be sent to holders of voting securities. Creation of a class of restricted shares or any corporate action which has the effect of making an existing class of securities restricted shares requires minority approval. The Commission has also proposed amendments to the Securities Act which would make the take-over bid rules apply to bids for classes of non-voting equity shares.

Strip or Zero Coupon Bonds

The Commission expressed its concern in June 1984 that the investing public might be confused about the special characteristics of strip or zero coupon bonds and bond residues, which were then being sold to a wider public market. The Commission, therefore, proposed a policy which requires first-time purchasers of the securities to be provided with an information statement, approved by the director, of the particular investment attributes of strip bonds and bond residues, notably their volatile price, the requirement under income tax laws to account for accrued income every three years, and their possibly limited marketability. This requirement was adopted as Policy 1.6 in September, 1984.

Application of Securities Act to the Crown

Bill 109 came into force with effect from June 18, 1984, amending the Securities Act to expressly apply its provisions to the Crown in right of Canada and the provinces, and to Crown agents and servants. The application of the Act is subject to certain traditional exceptions relating to qualification for trading and issue. This amendment, and the agreement leading to it, resolved an issue which had been the subject of proceedings between the Commission and the Caisse de Depot et Placement du Quebec.

Securities Act Amendments

In August 1984, the Commission published for comment proposed amendments to the Securities Act relating to the closed system of distribution. The amendments are intended to rationalize the current system which involves a combination of legislation, regulation and blanket orders, in light of experience developed since the institution of the closed system.

Bill 159, amending the take-over bid provisions of the Securities Act to accord with uniform provisions developed between the major securities administrators in Canada, received first reading. It will be re-introduced at the next session. The uniform provisions are designed to establish a standard regime for effective and equitable take-over bid regulation.

Among the changes proposed in the Bill, the requirement to make a follow-up offer would be deleted, but replaced by new restrictions upon the private agreement exemption. Restrictions would also apply to acquisitions of securities within 20 days following the expiry of a bid. Restrictions on conditional take-over bids would be removed. An early warning system would be established in which a person or company, upon acquiring 10 per cent or more of a class of voting securities, would be required to disclose its interest forthwith.

Options Rationalization

After a public hearing in May, 1984, the Commission issued the Recognized Options Rationalization Order. This order was co-ordinated with the other Canadian securities administrators, resulting in a rationalized scheme across Canada for trading recognized options through recognized clearing corporations. The securities administrators also agreed upon a generic summary disclosure statement.

IASCSO Conference

The Commission hosted the 9th Annual International Conference of Securities Commissions and Similar Organizations from July 29 to August 3, 1984. Representatives and observers from across Canada and 32 other countries participated in discussions on the co-ordination of securities regulation, the integration of financial services and current developments in international securities markets.

Senior Appointments

In September, 1984 Charles Salter, Q.C., was appointed Vice-Chairman of the Commission; Mr. Salter had served as Director since January, 1975. In October, Ermanno Pascutto was appointed to the position of Director. Prior to assuming his previous position as Legal Advisor to the Commission in October 1983, Mr. Pascutto was Director of Market Policy at the Toronto Stock Exchange where he was responsible for legal services and policy development in relation to the equities market. Previously, he practiced business law with a major Toronto law firm.

CHAPTER 2

DECISIONS, ORDERS AND RULINGS

2.1 RENAISSANCE ENERGY LTD., ET AL

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466 AS AMENDED

AND

IN THE MATTER OF RENAISSANCE ENERGY LTD.,
G & C (1980) DRILLING PROGRAM and
BN & G (1980) DRILLING PROGRAM

ORDER

(Section 99(e))

UPON the application of Renaissance Energy Ltd. (the "Applicant") to the Ontario Securities Commission (the "Commission") pursuant to paragraph 99(e) of the Securities Act, R.S.O. 1980, c.466 (the "Act") for an order exempting the Applicant from the requirements of Part XIX of the Act;

AND UPON it being represented to the Commission that:

1. The Applicant is a company incorporated under the laws of Alberta;
2. The Applicant is a reporting issuer in both Ontario and Alberta and is not in default under the Securities Acts of either jurisdiction;
3. BN & G (1980) Drilling Program is a limited partnership which has as its general partner 240962 Alberta Ltd. and G & C (1980) Drilling Program is a limited partnership which has as its general partner 240915 Alberta Ltd. (the "Partnerships");
4. The Applicant is offering to purchase from the general and limited partners all of their interests in the Partnerships for agreed cash amounts;
5. At meetings of the Partnerships, 100% approval and acceptance of the offers by the Applicant was signified;
6. The Partnerships have received sufficient information about their partnership, in the form of documents sent to them prior to their meetings, to make a reasoned decision on the matter.

AND UPON the Commission reviewing the application and the recommendation of the staff of the Commission;

AND UPON the Commission being of the opinion that it would not be prejudicial to the public interest to grant this order;

IT IS ORDERED pursuant to paragraph 99(e) of the Act that the Applicant be and is hereby exempted from the necessity to comply with the provisions of Part XIX of the Act in respect of the proposed offer.

May 16th, 1985.

"Charles Salter"

"J.W. Blain"

2.2 BRITISH TELECOMMUNICATIONS PLC AND CTG, INC.

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT, 1982
S.O. 1982, CHAPTER 4

AND

IN THE MATTER OF BRITISH TELECOMMUNICATIONS PLC AND CTG, INC.

ORDER
(Subsection 189(6))

UPON an application made by British Telecommunications plc ("British Telecom") to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection 189(6) of the Business Corporations Act, 1982, S.O. 1982, c.4 (the "BCA") exempting British Telecom and CTG, Inc. ("CTG") from certain requirements of section 189 of the BCA;

AND UPON hearing counsel for British Telecom, counsel for CTG, counsel for Interconnect Corporation and Alexis Nihon Corporation and counsel for the staff of the Commission;

AND UPON it appearing to the Commission that:

1. After negotiation with the directors and certain shareholders of CTG, British Telecom entered into an agreement in principle to acquire all of the outstanding shares (the "Shares") of CTG at a price of \$5.25 (Cdn) and all of the class of outstanding publicly traded warrants ("Warrants") to purchase Shares of CTG at a price of \$0.90 (Cdn) per Warrant.
2. It is proposed that British Telecom and a wholly-owned subsidiary of British Telecom ("BT Sub") would enter into an agreement with CTG pursuant to which BT Sub would make a cash take-over bid (the "Offer") for the Shares at a price of \$5.25 (Cdn) per Share and the Warrants at a price of \$0.90 (Cdn) per Warrant and CTG and BT Sub would agree that, if the Offer is successful, CTG would amalgamate with BT Sub (the "Amalgamation") whereby holders of the Shares would obtain \$5.25 (Cdn) and CTG would agree to propose an amendment (the "Amendment") to the indenture under which the Warrants were issued whereby the holders of the Warrants would receive \$0.90 (Cdn) and the Warrants would be cancelled.
3. Certain holders of Shares have granted to British Telecom an option to purchase Shares amounting to approximately 17% of the outstanding Shares and these and certain other holders, owning an aggregate of approximately 25% of the outstanding Shares have agreed to support the transaction.
4. In order to induce British Telecom to make the acquisition of the Shares and Warrants CTG has granted an option (the "Option") to purchase treasury shares amounting to 24.9% of the currently outstanding Shares.
5. A condition of the exercise of the Option is that the Board of Directors of CTG obtain an opinion from Merrill Lynch Canada Inc. (the "MLC Opinion") to the effect that the price of \$5.25 (Cdn) per Share and the price of \$0.90 (Cdn) per Warrant is fair to the holders

thereof from a financial point of view.

6. Neither British Telecom nor any of its affiliates currently owns any Shares or Warrants.
7. At the time of the Offer the holders of Shares and the holders of Warrants would be provided with a copy of the MLC Opinion in form and substance satisfactory to the Board of Directors of CTG, acting reasonably in the exercise of their fiduciary duties, and would be advised of the intent to effect the Amalgamation and the Amendment.

AND UPON the Commission being satisfied that

1. The price being offered for the Shares and Warrants was arrived at in an arm's length transaction or negotiation by directors and selling shareholders who have considered the underlying value of the Shares and Warrants.
2. The Offer, the Amalgamation and the Amendment satisfy the conditions for the waivers of the valuation and "majority of minority" requirements set out in Commission Policy 9.1.
3. To make this order would not be prejudicial to the public interest.

IT IS HEREBY ORDERED that, in connection with the Offer, the Amalgamation and the Amendment, BT Sub and CTG and their respective affiliates are hereby exempted from section 189 of the BCA, on condition that (1) in addition to any other security holder approval required by law, the Amalgamation is approved by the holders of a majority of the Shares cast at a meeting of shareholders to approve the Amalgamation, other than the Shares acquired by British Telecom pursuant to the exercise of the Option, and (2) at the time of Offer the holders of the Shares and the holders of the Warrants are provided with a copy of the MLC Opinion.

May 17th, 1985.

"Charles Salter"

"David C.H. Stanley"

2.3 DOFASCO INC.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER DOFASCO INC.

ORDER

(Section 117(2) (a) (ii))

UPON the application of DOFASCO INC. (the "Issuer"), a Company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") pursuant to section 117(2) (a) (ii) of the Securities Act, R.S.O. 1980, c.466, (the "Act");

AND UPON the Commission, pursuant to section 6 of the Act, having assigned to me the power to make an Order under section 117(2)a of the Act;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to section 117(2) (a) (ii) of the Act that the insiders of the Issuer be and hereby are exempted from the reporting requirements of section 102 of the Act with respect to the acquisition of securities of the Issuer through its Shareholder Dividend Reinvestment, Optional Stock Dividend and Share Purchase Plan (the "Plan") provided that:

1. Each insider shall file by January 31 of each year a report in the form prescribed by section 102 of the Act disclosing therein any increase not previously reported in the holdings of such insider of securities through the Plan during the twelve month period ending December 31 preceding such date; and
2. If any insider should dispose of securities acquired through the Plan prior to reporting the acquisition thereof, such insider shall file a report in accordance with section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

May 17th, 1985.

"John F. Leybourne"

2.4 PAN EAST RESOURCES INC.

Headnote

S.73 - Securities acquired under subclause 71(1)(f)(iii) through exercise of right to purchase or convert where the right to purchase or convert was issued in contravention of Act - First trade to be governed by subsection 71(4).

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF PAN EAST RESOURCES INC.

RULING
(Section 73)

UPON the application of Pan East Resources Inc. ("Pan East") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, c.466, as amended (the "Act") that the first trade in common shares in Pan East to be issued upon the conversion of a debenture and the exercise of warrants attached thereto is not subject to sections 24 and 52 of the Act;

AND UPON it being represented to the Commission that:

1. Pan East was incorporated under the laws of the province of Ontario on February 5, 1981;
2. Pan East became a reporting issuer under the Act by virtue of having filed a prospectus and obtained a receipt therefor under the Act on April 18, 1985;
3. on April 15, 1984 Pan East issued a convertible debenture (the "Debenture") together with warrants attached thereto (the "Warrants") to Mr. Randall Scroggins without complying with sections 24 and 52 of the Act;
4. the Commission determined on April 10, 1985 that no action would be taken with respect to the issue of the Debenture;
5. the trade to be made by Pan East in its common shares (the "Common Shares") upon the conversion of the Debenture and the exercise of the Warrants is exempt from sections 24 and 52 of the Act by virtue of subparagraph 34(1)12(iii) and subclause 71(1)(f)(iii);
6. the first trade in the Common Shares acquired under subclause 71(1)(f)(iii) through the exercise of a right to purchase or convert would be governed by subsection 71(5) of the Act unless subsection 19a(1) of the Regulation operated to make subsection 71(4) of the Act applicable. In the circumstances, it cannot be determined which of subsection 71(4) and subsection 71(5) applies because the initial trade in the Debenture and Warrants was not exempt;

AND UPON the Commission being satisfied that to grant this ruling would not be prejudicial to the public interest;

IT IS RULED pursuant to subsection 73(1) of the Act that the first trade in the Common Shares acquired upon the conversion of the Debenture and the exercise of the Warrants is not subject to sections 24 and 52 of the Act, provided that any such trades shall be subject to the provisions of subsection 71(4) of the Act and, if applicable, clause 19b of the Regulation made thereunder as if the Common Shares had been acquired pursuant to an exemption referred to in subsection 71(4) of the Act.

May 16, 1985.

"Charles Salter"

"R. J. Kane"

2.5 RUPERTSLAND RESOURCES CO. LTD.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF RUPERTSLAND RESOURCES CO. LTD.

ORDER
(Subsection 79(b)(iii))

WHEREAS the Ontario Securities Commission (the "Commission") issued an order on the 20th day of March, 1985 pursuant to subsection 79(b)(iii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") exempting RUPERTSLAND RESOURCES CO. LTD. (the "Issuer"), a company incorporated under the laws of Alberta, from the time requirements contained in sections 77, 76 and 78 of the Act with respect to the annual financial statements for the year ended October 31, 1984 and the interim financial requirements for the three month period ended January 31, 1985 with the provision that the Issuer filed pursuant to sections 77 and 76 and sent pursuant to section 78, the annual financial statements for the year ended October 31, 1984 and the interim financial statements for the three month period ended January 31, 1985 on or before April 30, 1985;

AND WHEREAS the Issuer has made further application to the Commission for an order pursuant to subsection 79(b)(iii) of the Act;

AND WHEREAS the Commission is of the opinion that to grant this further order would not be prejudicial to the public interest and is satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to subsection 79(b)(iii) of the Act that the Issuer be and hereby is exempted from the time requirements contained in sections 77, 76 and 78 of the Act with respect to the annual financial statements for the year ended October 31, 1984 and interim financial statements for the three month period ended January 31, 1985 provided that the Issuer files pursuant to sections 77 and 76, and sends pursuant to section 78, the annual financial statements for the year ended October 31, 1984 and the interim financial statements for the three month period ended January 31, 1985 on or before May 20, 1985.

April 30th, 1985.

"John F. Leybourne"

2.6 ARC INTERNATIONAL CORPORATINON

Headnote

Section 73 - Exemption from prospectus and registration requirements of sections 24 and 52 of the Act for distribution of common shares to two corporations in consideration of services rendered - First trade subject to subsection 71(5) of the Act.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF ARC INTERNATIONAL CORPORATION

RULING
(Section 73)

UPON the application of ARC International Corporation ("ARC") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, Chapter 466, as amended (the "Act"), that certain proposed trades in the securities of ARC are not subject to sections 24 or 52 of the Act;

AND UPON reading the application and recommendation of the staff of the Commission;

AND UPON ARC having represented to the Commission that:

- (a) ARC is a reporting issuer for the purposes of the Act and is not in default of its reporting requirements under the Act;
- (b) The common shares of ARC are traded over the counter in Ontario and on NASDAQ in the United States;
- (c) J.E. Sheehan & Company, Inc. ("Sheehan") is an investment bank based in New York City which provides financial services to ARC on an on-going basis;
- (d) ARC proposes to issue to Sheehan, in consideration of services rendered, an option to purchase 50,000 common shares of ARC at an exercise price of \$1.50 per share, exercisable until 5 p.m. on the first anniversary of the date of the signing of this ruling;
- (e) Fincon Enterprises Inc. ("Fincon") is a public relations firm based in New York City which provides public relations services to Arc on an on-going basis;
- (f) ARC proposes to issue to Fincon, in consideration of services rendered, an option to purchase 100,000 common shares of ARC at an exercise price of \$1.50 per share, exercisable until 5 p.m. on the second anniversary of the date of the signing of this ruling; and

- (g) Neither Sheehan nor Fincon is affiliated, associated or related in any other way to ARC;

AND UPON the Commission being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to subsection 73(1) of the Act that the issuance

- (a) of an option to Sheehan, in consideration of services rendered, for the purchase of 50,000 common shares of ARC at an exercise price of \$1.50 per share, exercisable until 5 p.m. on the first anniversary of the date of this ruling;
- (b) of an option to Fincon, in consideration of services rendered, for the purchase of 100,000 common shares of ARC at an exercise price of \$1.50 per share, exercisable until 5 p.m. on the second anniversary of the date of this ruling; and
- (c) of common shares to Sheehan and to Fincon upon exercise of the aforesaid options

are not subject to sections 24 or 52 of the Act;

AND IT IS FURTHER RULED that the first trade in each of the common shares of ARC acquired in reliance upon this ruling shall be made in accordance with the provisions of subsection 71(5) of the Act and section 18a of the Regulation as if such shares had been acquired pursuant to an exemption referred to in subsection 71(5) of the Act.

May 16, 1985.

"Charles Salter"

"R. J. Kane"

2.7 HARTCO ENTERPRISES INC.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF HARTCO ENTERPRISES INC.

ORDER
(Section 79(a)(i))

UPON the application of HARTCO ENTERPRISES INC. (the "Issuer") a company incorporated under the laws of Canada to the Ontario Securities Commission, for an order permitting it to omit from its interim financial statements for the three month period ending April 30, 1985 and nine month period ending October 31, 1985 required to be filed under Part XVII of the Securities Act, R.S.O. 1980, c.466 (the "Act") the comparative financial statements for the corresponding periods ended in 1984;

AND UPON being advised that prior to October 1984 the Issuer was five separate companies which have now amalgamated thereby making it difficult to prepare comparative financial statements;

AND UPON being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to the provisions of section 79(a)(i) of the Act that the Issuer be and is hereby permitted to omit the financial statements for the three month period ended April 30, 1984 and the nine month period ended October 31, 1984 from the financial statements for the corresponding periods ending in 1985.

May 16th, 1985.

"Charles Salter"

"R. J. Kane"

2.8 QUAKER STATE OIL REFINING CORPORATION

Headnote

Section 73 - First trades in shares of an American parent corporation purchased pursuant to an employee stock purchase plan by Ontario residents who were employees of the American parent corporation's Ontario subsidiaries were exempted from the requirements of sections 24 and 52 of the Act.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466

AND

IN THE MATTER OF QUAKER STATE OIL REFINING CORPORATION

RULING
(Section 73)

UPON the application of Quaker State Oil Refining Corporation ("Quaker State") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, c.466 (the "Act") that the first trades in the shares of Quaker State (the "Shares") acquired by employees of its Ontario subsidiaries, Valley Camp Inc. and Quaker State Inc., resident in Ontario (the "Ontario Employees") pursuant to the Quaker State Oil Refining Corporation and Subsidiary Companies Thrift and Stock Purchase Plan (the "Plan") are not subject to sections 24 and 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it appearing to the Commission that:

1. Quaker State, a Delaware corporation, is not a reporting issuer under the Act;
2. Quaker State is subject to the informational requirements of the Securities Exchange Act of 1934 (the "Exchange Act") of the United States of America;
3. The Plan became effective on July 1, 1960 and was amended and restated as of January 1, 1984;
4. The Plan has filed its latest Prospectus Supplement pursuant to Rule 424(c) under the Securities Act of 1933 of the United States of America;
5. The Plan has filed its latest annual report on Form 11-K pursuant to Section 15(d) of the Exchange Act;
6. The Shares are listed on the New York Stock Exchange;

7. Of the approximately 1,800 employees eligible to participate in the Plan, approximately 60 are Ontario Employees;

AND UPON being satisfied that the making of this Ruling would not be prejudicial to the public interest;

IT IS RULED pursuant to section 73(1) of the Act that the first trades in the Shares acquired by the Ontario Employees pursuant to the Plan are not subject to sections 24 and 52 of the Act provided that:

1. The issuance of Capital Stock pursuant to the Plan is made in compliance with all applicable state and federal laws of the United States of America;
2. The Ontario Employees will be provided with:
 - (i) a copy of the Plan's Prospectus and any Supplement thereto;
 - (ii) all other disclosure material relating to Quaker State required to be provided to employees or shareholders resident in the United States of America; and
 - (iii) a copy of this ruling or a summary of its material terms;
3. Each such first trade is made through the facilities, and in accordance with the rules, including the by-laws, regulations and policies, of the New York Stock Exchange and in accordance with all applicable state and federal laws of the United States of America; and
4. At the time of the acquisition of the Shares by the Ontario Employees pursuant to the Plan, Ontario Employees are the registered holders of not more than 5% of the outstanding Shares.

May 16, 1985.

"Charles Salter"

"R. J. Kane"

2.9 MEDITERRA PARTNERSHIP, ET AL

Headnote

Section 73 - A trade of a limited partnership unit, originally distributed pursuant to an offering memorandum in accordance with the private placement exemptions in paragraphs 34(2)22 and 71(1)(p) of the Act, to a sophisticated investor was ruled exempt from the requirements of sections 24 and 52 of the Act.

Section 73 - The first trade of the unit acquired pursuant to this ruling was ruled subject to the provisions of subsection 71(4) of the Act, as though such unit has been acquired pursuant to an exemption referred to in subsection 71(4).

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466

AND

IN THE MATTER OF THE MEDITERRA PARTNERSHIP,
GERANTIS MANAGEMENT SERVICES INC. AND GORDON C. GRAY

RULING
(Section 73)

UPON the application of Gerantis Management Services Inc. ("Gerantis") and The Mediterra Partnership ("Mediterra") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, c. 466 (the "Act") that a proposed trade by Gerantis of one Unit (the "Unit") of Mediterra to Gordon C. Gray ("Gray") be exempt from the provisions of sections 24 and 52 of the Act;

AND UPON reading the application and recommendations of Commission staff;

AND UPON it being represented to the Commission that:

1. Mediterra is an Ontario limited partnership formed on December 15, 1984 that is not a reporting issuer under the Act;
2. Twenty Units of Mediterra were distributed in Ontario to 19 purchasers pursuant to an offering memorandum dated September 24, 1984 (the "Memorandum"), in accordance with the exemptions from the registration and prospectus requirements contained in paragraphs 34(2)22 and 71(1)(p) of the Act, respectively;
3. Gerantis is the owner of two Units of Mediterra, which represents 10% of the issued and outstanding Units;
4. Gray is a sophisticated investor by virtue of his net worth and investment experience, and knows the principal shareholder of Incorporated Bobjak, the general partner of Mediterra;
5. Gray has received a copy of the Memorandum;

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

IT IS RULED pursuant to section 73 of the Act that the trade by Gerantis to Gray of a Unit in Mediterra is not subject to sections 24 and 52 of the Act;

AND IT IS FURTHER RULED pursuant to section 73 of the Act that the first trade by Gray of the Unit acquired pursuant to this ruling is subject to the provisions of subsection 71(4) of the Act, as though such Unit had been acquired pursuant to an exemption referred to in subsection 71(4).

May 16, 1985

"Charles Salter"

"R. J. Kane"

2.10 ULS CAPITAL CORPORATION

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, C.466

AND

IN THE MATTER OF ULS CAPITAL CORPORATION

ORDER
(Section 117(2) (a) (ii))

UPON the application of ULS Capital Corporation (the "Issuer"), a company incorporated under the laws of the Province of Ontario, to the Ontario Securities Commission (the "Commission") pursuant to section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") and Commission Policy 10.1; for an order exempting certain of its insiders from the requirements of sections 102 and 104 of the Act;

AND UPON the Issuer having submitted to the Commission a list of its affiliated companies which it represents as disclosing all its major subsidiaries within the meaning of Commission Policy 10.1; and the Addendum thereto ("Major Subsidiaries") and all its major affiliates ("Major Affiliates");

AND UPON the Commission pursuant to section 6 of the Act having assigned to me the power to make an order under section 117(2)(a) of the Act;

AND UPON being satisfied in the circumstances of this particular case there is adequate justification for making this Order, and the conditions herein seeming just and expedient;

IT IS ORDERED pursuant to section 117(2)(a)(ii) of the Act that the directors and senior officers of the subsidiaries and affiliates of the Issuer, excepting those hereinafter specified, be and they hereby are exempted from the requirements of sections 102 and 104 of the Act with respect to the Issuer;

AND IT IS FURTHER ORDERED that the exemptions contained in this Order do not apply to those directors and senior officers of subsidiaries and affiliates of the Issuer:

1. who in the ordinary course receive knowledge of material facts or changes with respect to the Issuer prior to general disclosure of such facts or changes;
2. who are or become directors or senior officers of any of the Major Subsidiaries and Major Affiliates;

3. who are or become insiders of the Issuer by reason of subparagraphs 1(1)(17)(i) or (iii) of the Act; or
4. whom the Commission has by further order denied the exemptions contained in this Order;

AND IT IS FURTHER ORDERED that the following are conditions of this Order:

1. The Issuer shall maintain a continuous review of the senior officers and directors of its affiliated companies and shall advise the Commission promptly of any of them which become, or cease to be, exempted by this Order;
2. The Issuer shall, upon the request of the Commission or its staff furnish any information reasonably necessary to determine whether a senior officer or director of any affiliate is or is not exempted by this Order.

May 13th, 1985.

"John F. Leybourne"

2.11 ALEXANDER & ALEXANDER SERVICES INC. ET AL

Headnote

Ss. 73 and 99 - Exemption from registration and prospectus requirements of sections 24 and 52 of the Act granted for various distributions and for a first trade, and an exemption from Part XIX requirements of the Act granted respecting a share exchange offer, all resulting from a combination of two corporations.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF ALEXANDER & ALEXANDER SERVICES INC.
AND REED STENHOUSE COMPANIES LIMITED

RULING & ORDER
(Sections 73 and 99)

UPON the application of Alexander & Alexander Services Inc. ("A&A") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, c. 466, as amended (the "Act") exempting certain distributions and trades from sections 24 and 52 of the Act;

AND UPON the application of A&A to the Commission for an order pursuant to section 99 of the Act exempting A&A from the requirements of Part XIX of the Act in connection with a certain share exchange offer (the "Share Exchange Offer");

AND UPON reading the application and recommendation of Commission staff;

AND UPON A&A having represented to the Commission that:

1. Reed Stenhouse Companies Limited ("RSC") is a public corporation incorporated under the Canada Business Corporations Act ("CBCA") whose Class A Shares are listed on The Toronto Stock Exchange;
2. RSC is a reporting issuer not in default of any requirement under the Act;
3. A&A is a public corporation incorporated under the laws of the State of Maryland;
4. A&A's common shares are listed on the New York Stock Exchange and The Stock Exchange in London;
5. A&A and RSC have entered into an agreement (the "Agreement") dated December 3, 1984 and amended and restated April 15, 1985, to effect the combination of the business of A&A with the business of RSC (the "Combination"); this agreement is subject to approval by their respective shareholders and the Combination (and therefore the

distributions and Share Exchange Offer referred to in this ruling and order) cannot proceed, inter alia, without the approval of the holders of two-thirds of the votes cast by holders of RSC Class A Shares at a special meeting of shareholders duly called and held in accordance with the provisions of the CBCA;

6. A joint proxy information circular containing full disclosure of the respective businesses of A&A and RSC and of the details of the manner in which the Combination will be effected has been mailed to all RSC shareholders on or about April 23, 1985, which circular has been reviewed and commented upon by the Securities and Exchange Commission ("SEC") and has been prepared in conformity with applicable United States law and with the provisions of the CBCA relating to information circulars;
7. The percentage of all outstanding RSC Class C Shares registered in the names of holders having addresses in Ontario (other than 383,000 shares beneficially owned by a U.S. insurance company) is less than 1%;
8. All holders of RSC Class C Shares will receive an offer document with respect to such shares prepared in accordance with the applicable provisions of United Kingdom law and regulations and the offer document will be prepared and the offer made substantially in accordance with the applicable provisions of the CBCA;
9. A&A will become a reporting issuer under the Act by filing the joint proxy circular under subsection 52(2) of the Act;
10. The following distributions and trades will be effected in connection with the Combination, subject to approval by the respective shareholders:
 - (i) a distribution by A&A of shares of Class A Common Stock of A&A ("A&A Class A Shares") to a trustee for holders of RSC Class A common shares ("RSC Class A Shares");
 - (ii) the distribution of shares of Common Stock of A&A ("A&A Common Shares") in payment of the redemption price of RSC Class A Shares;
 - (iii) the first trade in A&A Common Shares issued in payment of the redemption price of RSC Class A Shares; and
 - (iv) the distribution of shares of Class C Common Stock of A&A ("A&A Class C Shares") issued to holders of Class C common shares of RSC ("RSC Class C Shares") as consideration for the purchase of RSC Class C Shares by A&A pursuant to the Share Exchange Offer;

AND UPON the Commission being satisfied that to so rule would not be prejudicial to the public interest;

IT IS RULED pursuant to section 73 of the Act that the following distributions are exempt from sections 24 and 52 of the Act:

- (i) the distribution by A&A of A&A Class A Shares to a trustee for the holders of RSC Class A Shares as contemplated by the Agreement;
- (ii) the distribution of A&A Common Shares in payment of the redemption price of RSC Class A Shares at the time such shares are redeemed;

- (iii) the first trade in A&A Common Shares issued in payment of the redemption price of RSC Class A Shares; and
- (iv) the distribution of A&A Class C Shares to holders of RSC Class C Shares as consideration for the purchase of such shares pursuant to the Share Exchange Offer.

AND IT IS FURTHER RULED pursuant to subsection 99(e) of the Act that A&A be and it is hereby exempted from the requirements of Part XIX of the Act with respect to the Share Exchange Offer by A&A to purchase all of the outstanding RSC Class C Shares as contemplated by the Agreement provided that:

1. All material relating to the Share Exchange Offer which has been or will be sent by A&A to holders of RSC Class C Shares resident in the United Kingdom shall be sent to holders of RSC Class C Shares resident in Ontario and a copy thereof shall be sent to the Commission; and
2. The Share Exchange Offer has been made and will be proceeded with in compliance with the requirements of applicable law of the United Kingdom.

May 16, 1985.

"Charles Salter"

"David C. H. Stanley"

CHAPTER 3

REASONS: DECISIONS, ORDERS, RULINGS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 4

CEASE TRADING ORDERS - SECTION 123

4.1 TEMPORARY CEASE TRADING ORDERS

4.1.1 PIRRANA CORPORATION

PIRRANA CORPORATION

Temporary cease trading order issued May 22, 1985, for failure to make statutory filings. Statutory hearing June 5, 1985, at 10:00 a.m.

CHAPTER 5
POLICIES (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 6
REQUESTS FOR COMMENTS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 7
INSIDER TRADING REPORTS

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security, the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly, the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP	(appearing after the name reported)
"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

- No Symbol - Securities are beneficially owned directly.
- Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

- | | | | |
|------------|----------------------------|-----|------------------------------|
| No Symbol- | purchase or sale | "M" | - internal |
| "A" | - bequest or inheritance | "Q" | - qualifying shares |
| "C" | - compensation | "R" | - redeemed (called, matured) |
| "E" | - exchange or conversion | "T" | - stock dividend |
| "F" | - exercise of rights, etc. | "V" | - stock split |
| "G" | - gift | "X" | - exercise of option |
| "IR" | - initial report | "Z" | - distribution |

*Returned for reconciliation purposes.

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ABATERRA ENERGY LTD.	Fetherston, John R. Beneficial	ABATERRA ENERGY LTD	D	Apr/85 Apr/85	IR IR1			206544 11000
ABITIBI-PRICE INC.	Abitibi-Price Inc.	ABITIBI PRICE INC PFD SR A 7.5		Apr/85 Apr/85	R	800		---
	McGibbon, James Ian	ABITIBI PRICE INC	S	Apr/85 May/85	V	3862	1900	5793
ACCORD RESOURCES INC.	Wilson, Michael Willgor Holdings Ltd.	ACCORD RESOURCES INC.	DSB	Apr/85 Apr/85	X 1	55000		55000 290000
ACKLANDS LIMITED	Mindy's Limited Lanark Investments Ltd	ACKLANDS LTD	B	Apr/85 Apr/85	1	11851		328403 190661
ADVANCE MURGOR EXPLORATIONS LIMITED	Webb, Mervin Ernest	SECURITIES	D	May/85	IR			---
AGRA INDUSTRIES LIMITED	McLellan, Angus Thomas	AGRA INDS LTD CL A VTG	DS	Apr/85 Apr/85 Apr/85		6000	6000 12500	
	McLellan Management Ltd Mukuluk Beverages Ltd. RRSP Wife			Apr/85 Apr/85 Apr/85 Apr/85 Apr/85 Apr/85	M 1 1 1 1 M 1			---
	McLellan, Angus Thomas	AGRA INDUSTRIES CL B NON-VTG	DS	Apr/85 Apr/85	X	6000	6000 8500	28150 4500 1850 12500
ALBERTA NATURAL GAS COMPANY LTD.	Hawkins, Dallas Eucl II	SECURITIES	D	Apr/85	IR			---
ALGONQUIN MERCANTILE CORPORATION	Algonquin Mercantile Corporation	ALGONQUIN CORP CLASS A PFD		Apr/85 Apr/85	R	300		500
	Franklin, Cecil Hammond Minaco Equipment Limited	ALGONQUIN MERCANTILE CORP	DSB	May/85 May/85		100		235350
ALLIED CORPORATION	Samet, Andrew B. Savings Plan Plan Accounts By Trustee	ALLIED CORP	S	Apr/85 Apr/85 Apr/85 Apr/85 Apr/85	IR IR1 IR1 IR1 IR1			32988 591 1498 158 \$2990 \$5135
AMCA INTERNATIONAL LIMITED	Allison, Russell S. Anderson, Myles Norman	SECURITIES	D	Apr/85	IR			---
	Magee, Brian Robert Boyd Baudelaire Investments Ltd.	A M C A INTL LTD	D	May/85 Apr/85	IR	4000		---
	Matthews, Donald C. Wife Highland Stock Farms Ltd.	A M C A INTL LTD PFD 8.84%	DI	Apr/85 Apr/85 Apr/85	1 IR IR1			4100 30000 100 100
AMERADA HESS CORPORATION	Sherer, Joseph F. Bernard, Nicholas D. Horvath, Louis	A M C A INTL LTD AMERADA HESS CORP	S S S	Apr/85 Apr/85 Apr/85	IR IR IR		900 320	200 6604 1920

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
AMERADA HESS CORPORATION (Continued)	Horvath, Louis As Custodian	AMERADA HESS CORP	S	Apr/85	1			19
	Maher, John E.		S	Apr/85	X	300		1800
AMERICAN EXPRESS COMPANY	Laird, John R.	AMERICAN EXPRESS CO	S	Nov/84 Feb/85 Apr/85	T T X	6 5 5540		6313
	Safra, Edmond J. Saban S.A.	AMERICAN EXPRESS CO WT	D	Apr/85 Apr/85	1 1		5000 28000	134749 986333
	Warner, Rawleigh Jr. Amended Trustee	AMERICAN EXPRESS CO	D	Apr/85	1			2212
	Warner, Rawleigh Jr. Amended Trustee	AMERICAN EXPRESS CO WT	D	Apr/85 Apr/85	1 1		3	203 4
AMERICAN OAKWOOD ENERGY LTD	Oughtred, George W. PrivateBanken Holdings	AMERICAN OAKWOOD ENERGY LTD	D	Apr/85 Apr/85 Apr/85 Apr/85	M M 1 1	1651100 165000	1651100	---
	RRSP			Apr/85	1		1194000 50000	1215000 ---
AMOCO CORPORATION	Adams, Leland Cummins	AMOCO CORPORATION	D	Apr/85	G		60	29045
	Binzel, Philipp W.		S	Apr/85	X	493		10427
	Boknecht, Robert K. In Trust		S	Apr/85 Apr/85	X 1	1580		5560 355
	Gobel, John J.		S	Apr/85	X	774		10763
	Hammond, Joe Phil Wife		S	Apr/85 Apr/85	X 1	2626	245	24499 7640
	Leet, Richard Hale Wife		DS	Apr/85 Apr/85	G 1		62	6083 6007
ARC INTERNATIONAL CORPORATION	Bendera, Robert W.	ARC INTL CORP	D	Apr/85			5500	74080
ATLANTIC RICHFIELD COMPANY	Heinze, Harold Carl	ATLANTIC RICHFIELD CO	S	May/85	1			168
AUDAX GAS & OIL LTD.	Hunter, Harry D. D.H. Developments	AUDAX GAS & OIL LTD	DS	Apr/85 Apr/85	1	15000		1989291 541840
AURELIAN DEVELOPERS LTD.	Martel, Russell RRSP	AURELIAN DEVELOPERS LTD	DS	Apr/85 Apr/85	1	1000		197000 13450
BALFOUR CHANNEL RESOURCES INC.	Heale, Thomas R.	BALFOUR CHANNEL RES INC	D	Apr/85	IR			1
	Lynnfrank Holdings Inc.	BALFOUR CHANNEL RES INC PREF	B	Apr/85 Apr/85			192500	---
	Whalley, Albert Grant	BALFOUR CHANNEL RES INC	D	Apr/85	IR			1
BANK OF ALBERTA	Allard, Charles A. Allard Foundation Cathton Holdings Ltd.	BANK OF ALBERTA	D	May/85 Apr/85 May/85	1 1 1	1500 1100		500 82600
BANK OF MONTREAL	Alton, Thomas R. Deferred Profit Plan Employee Share Plan	BANK OF MONTREAL	S	Mar/85 Mar/85	1 1	11 21		69 138
	Goodwin, Carol P. Dividend Reinvestment and Share Purchase Plan		S	Apr/85	IR1			131

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BANK OF MONTREAL MORTGAGE CORPORATION	Employee Share Ownership Plan			Apr/85	IR1			723
	Richard, Jean Laurent		S	Dec/84 Dec/84	T	484 83		4929
	Davis, Patrick B.	SECURITIES	SI	Apr/85	IR			---
	Goodwin, Carol P.		SI	Apr/85	IR			---
BANK OF MONTREAL REALTY FINANCE LTD.	Davis, Patrick B.	SECURITIES	SI	Apr/85	IR			---
	Goodwin, Carol P.		SI	Apr/85	IR			---
BAR RESOURCES LIMITED	Specht, Donald William John RRSP	BAR RES LTD	DS	Apr/85		22000		25000
	Specht Coal Ltd.			Apr/85	1			2000
	Specht, Sheron E. RRSP			Apr/85	1	3000		8000
	In Trust			Apr/85	1			4800
BIRON BAY RESOURCES LIMITED	Dickie, William Paul	BIRON BAY RES LTD	DSB	Apr/85		7500		2000
	Exaton Resources Ltd.	BLACKDOME EXPL LTD		Apr/85			10750	10000
	Dudgeon, Stephen M.	BRAMALEA LTD	S	May/85 May/85		1976	2189	---
	1981 Employee Share Purchase Plan			May/85	1		1628	6000
BLACKDOME EXPLORATION LTD.	1983 Employee Share Purchase Plan			May/85	1		348	4537
	Perrin Peter B.		S	Apr/85		21046		75677
	1975 Employee Share Purchase Plan			Apr/85	1		21046	---
	1979 Employee Share Purchase Plan			Apr/85	1			30565
BRAMALEA LIMITED	Shiff, Richard J.		S	Apr/85		90283		186526
	1975 Employee Share Purchase Plan			Apr/85	1		85252	---
	1979 Employee Share Purchase Plan			Apr/85	1			72312
	1983 Employee Share Purchase Plan			Apr/85	1		2331	166141
BRITISH COLUMBIA RESOURCES INVESTMENT CORPORATION	Control			Apr/85	1			95116
	Tyityan, Edward S		S	May/85 May/85		534	500	34
	1979 Employee Share Purchase Plan			May/85	1			10180
	1981 Employee Share Purchase Plan			May/85	1		534	6488
CAE INDUSTRIES LTD.	RRSP			May/85	1			3214
	Saywell, William G.	B C RES INVT CORP	D	May/85	IR			200
	Hague, Ross E. G. Wife	C A E INDS LTD	S	Apr/85 Apr/85			4240	8160
	Jones, Russell R.		DI	Apr/85			3600	3400
PROKOP, LAWRENCE H.			SI	Apr/85	X	3200		11427
	Steinback, Ronald H.		SI	Apr/85			1000	6813
								5000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CAE INDUSTRIES LTD. (Continued)	Van De Water, Frank RRSP Spouse RRSP	C A E INDS LTD	S	Apr/85 Mar/85 Mar/85	T 1 T 1		1000	--- 13611 3140
CAMBRIDGE VENTURE LTD.	Peters, James R.	CAMBRIDGE VENTURE LTD CLASS H CAMBRIDGE VENTURE LTD	DSB	Apr/85 Apr/85		2000		6202 111845
CAMEL OIL & GAS LTD	Major, Charles Richard	CAMEL OIL & GAS LTD	D	Mar/85		3000		5000
CAMPBELL RED LAKE MINES LIMITED	McFarland, Alan R.	CAMPBELL RED LAKE MINES LTD	D	Apr/85		5400		5700
CAMPBELL RESOURCES INC	Bronfman, Charles Rosner	CAMPBELL RES INC CAMPBELL RES INC UNITS CAMPBELL RES INC PFD SR 1	DISI	Apr/85 Apr/85 Feb/85		8000	5000	53653 33050
	Kolber, Ernest Leo Wife	CAMPBELL RES INC	DISI	Apr/85 Apr/85	1	8000	4466	--- 14100 2500
	Parsons, Andrew J.		SI	Apr/85		800		2800
CANADA TRUSTCO MORTGAGE COMPANY, THE	Manufacturers Life Insurance Company, The Control or Direction Dominion Life Insurance Co.	CANADA TRUSTCO MTG CO	B	May/85 May/85	1		5000	6311506 94000
CANADIAN GENERAL INVESTMENTS LIMITED	Canadian General Investments Limited	CANADIAN GEN INVTS LTD		Apr/85		2150		95835
CANADIAN IMPERIAL BANK OF COMMERCE	Spence, William Ferguson Spouse	CDN IMP BK COMM	S	Apr/85 Apr/85 Apr/85	1 1	100		668 100 50
CANADIAN TIRE CORPORATION LIMITED	Billes, Martha Gardiner Indirect Holdings	CANADIAN TIRE LTD CL A	D	May/85	1		3000	2108532
CANADIAN UTILITIES LIMITED	TransAlta Utilities Corporation TransAlta Resources Corporation	CDN UTILS LTD CL A	B					
		CDN UTILS LTD CL B		Apr/85 Apr/85	F 1 F 1		2765 6392	3122817 7812031
CANAMAX RESOURCES INC	Canamax Resources Inc. Amended	CANAMAX RES INC		Apr/85 Apr/85	R	2500	2500	---
CAROLIN MINES LTD.	Gillespie, Orval E.	CAROLIN MINES LTD	DS	Apr/85 Apr/85		117700	10000	165500
CASCADES INC.	Lemaire, Alain Amended	CASCADES INC	DDI	Apr/85		2		1112
	Lemaire, Bernard		DDI	Apr/85		6		4006
	Lemaire, Laurent		DDI	Apr/85		4		4
	Pelletier, Martin P. Amended		D	Jan/85 May/85		1146 2300		24916
CESSLAND CORPORATION LIMITED	Murray, Michael Estate of Nellie Murray Gotham Sec. Ltd. LaBiche Invest. Ltd.	CESSLAND CORP LTD	DSB	Apr/85		9000		236000
				Apr/85 Apr/85 Apr/85	1 1 1			257473 268660 17100

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CESSLAND CORPORATION LIMITED (Continued)	Murray, Michael Royal York Inv Ltd	CESSLAND CORP LTD	DSB	Apr/85	1			17900
	Second Tor. Corp Ltd.			Apr/85	1	7000		34600
CHRYSLER CORPORATION	Sharf, Stephan ESOP Trust	CHRYSLER CORP	S	Apr/85	G		52	26240
				Apr/85	1			15
CINEPLEX CORPORATION	Bronfman, Charles Rosner Amended	CINEPLEX CORP PREF	SI	Apr/85		181300		243800
	Drabinsky, Garth Howard	CINEPLEX CORP	DS	Apr/85		85000		972559
		CINEPLEX CORP PREF		Apr/85		137500		137500
	Friendly, Lynda	CINEPLEX CORP	S	Apr/85		5000		6600
		CINEPLEX CORP PREF		Apr/85				640
	Gottlieb, Myron I. 438030 Ontario Limited	CINEPLEX CORP	DS	Apr/85		85000		751393
	King Commodity Services Limited			Apr/85	1			26222
				Apr/85	1			211739
	Gottlieb, Myron I.	CINEPLEX CORP PREF	DS	Apr/85		137500		237500
	Silver, Barry H.	CINEPLEX CORP	S	Apr/85				3000
		CINEPLEX CORP PREF		Apr/85		1000		1000
COLECO INDUSTRIES, INC	Gershman, Melvin Y. Wife	COLECO INDS INC	DS	Apr/85			25000	77937
				Apr/85	1			52937
	Fawcett, Sherwood L.	COLUMBIA GAS SYS INC	D	Apr/85		100		300
COLUMBIA GAS SYSTEM INC., THE								
COMMERCIAL FINANCIAL CORPORATION LIMITED	Henderson, William Longmuir DPSF	COMMERCIAL FINC CORP LTD	DS	May/85		234		1258
				May/85	1			4084
	Hewett, Frank Robert		DS	May/85		328		12509
	Martin, Michael D.		S	May/85		111		398
	Petersen, Charles Forrester		S	May/85		234		7553
COMMERCIAL OIL AND GAS LTD.	Finlay, John Robert John R. Finlay Limited	COMMERCIAL OIL & GAS LTD	D	Apr/85		25000		65000
				Apr/85	1			35000
COMTERM INC.	Miller, William A.	SECURITIES	D	Mar/85	IR			---
	Perrone, Steve	COMTERM INC	S	Apr/85			5000	200
CONSOLIDATED PROFESSOR MINES LIMITED	Cunningham-Dunlop, G. Richard	CONS PROFESSOR MINES LTD	DS	Apr/85	X	40000		
				Apr/85			11500	34655
CONSUMERS GLASS COMPANY LIMITED	Temiskaming Construction Limited	CONSUMERS GLASS LTD	B	Apr/85	1			686042
	Enfield Corporation Limited, The							2041300
CONSUMERS' GAS COMPANY LTD., THE	Waugh, Glen Thompson Wife	CONSUMERS GAS CO LTD	S	Apr/85		91900		
				Apr/85	1		100	158
CONTINENTAL BANK OF CANADA	Francolini, Geno Frederick	CONTINENTAL BK CDA	D	Apr/85		1500		4000
	Gow, N. A. RRSP	CONTINENTAL BANK OF CDN WTS	S	Apr/85		300		300
				Apr/85	1	200		200
CONVENTURES LIMITED	Conventures Limited Amended	CONVENTURES LTD	D	Apr/82		14600		

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CONVENTURES LIMITED (Continued)	Conventures Limited Amended	CONVENTURES LTD	D	Mar/85 Apr/85	R	22400	38900	13200
CONWEST EXPLORATION COMPANY LIMITED	Coolican, Colin Campbell RRSP	CONWEST EXPL LTD CL A	DS	Apr/85 Apr/85	1			20000 1248
	Coolican, Colin Campbell RRSP	CONWEST EXPL LTD CL B	DS	Apr/85 Apr/85	1			46800 3452
	Coolican, Colin Campbell	CONWEST EXPL CO 1ST PFT SER B	DS	Apr/85		2559		---
	Patterson, John Andrew	CONWEST EXPL LTD CL A	S	Apr/85 Apr/85	X	8300	15000	5
	RRSP	CONWEST EXPL LTD CL B		Apr/85 Apr/85	1			27610 5400
		CONWEST EXPL CO 1ST PFT SER B		Apr/85	1			428
COSEKA RESOURCES LIMITED	Swirsky, Benjamin Control Share Purchase Plans	COSEKA RES LTD	DSDISI	Apr/85 Apr/85 Apr/85	1 1 1		3200	7150 200 50000
CRESTBROOK FOREST INDUSTRIES LTD.	White, Robert Arthur	CRESTBROOK FOREST INDS LTD	D	May/85	IR			1500
CROWNX INC.	Campbell, Hoyle H.	CROWNX INC PREFERRED	D	May/85		1000		3000
	Linden, Roy W. Wife	CROWNX INC CL A	SI	Apr/85 Apr/85	1 1	500	500	---
	McLeod, Derril G.	CROWNX INC PREFERRED	D	Apr/85		5000		5000
D'OR VAL MINES LTD.	Lang, Frank A. Amended	D'OR VAL MINES LTD		Dec/84 Dec/84		5000		694294 64900
DAON DEVELOPMENT CORPORATION	Rielly, Thomas J. Indirect Holding	DAON DEV CORP		Apr/85	1		10000	50624
	Vassos, June E. RRSP		SI	Jul/84 Jul/85	E 1 1	521 28		1559
DENISON MINES LIMITED	Denison Mines Limited	DENISON MINES LTD PEF A		Apr/85 Apr/85	R	11300	11300	---
	Willoughby, Bertram Elmore	DENISON MINES LTD WARRANTS	D	Apr/85		20000		24000
DOMINION TEXTILE INC.	Beaman, Fred Rolland	DOMINION TEXTILE INC	S	May/85			400	60
	Moisan, Calixa N.		D	May/84 Jul/84 Oct/84 Jan/85 May/84 Jul/84 Oct/84 Jan/85 Apr/85	M T T T M T T T T	6 6 483 29 30 35	483	441
	Ranlac Inc.						2373	4
DRUG TRADING COMPANY LIMITED	Sugar, Murray Ragus Holdings Ltd.	DRUG TADING CO LTD TERM NOTE	D	May/85	1	\$20000		\$20000
DRUMMOND PETROLEUM LTD.	Davidson, John Seeton	DRUMMOND PETE LTD	DB	Apr/85			12000	10698656
DURHAM RESOURCES INC.	Wallace, Ian D.	DURHAM RES INC SUB VTG	S	May/85	IR			2222

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ECLIPSE CAPITAL CORPORATION	Barton, William W. Brading Investments Ltd Family Strategy Investments Inc.	ECLIPSE CORP.	DSB	Apr/85				
				Apr/85	1		36580	10000
				Apr/85	1			1191905 45000
EDEN-ROCK MINERAL CORP.	Sheridan, William J. V.	EDEN-ROCK MINERAL CORP	DS	Apr/85	1			11000
EMCO LIMITED	Phillips, Edwin Charles	EMCO LTD	D	Apr/85		1000	5000	28000
ENSERCH CORPORATION	Folsom, Robert S. Folsom Family Trust	ENSERCH CORP	D	Apr/85	1			1133
				Apr/85			4000	25000 ---
ERRINGTON GOLD EXPLORATION LTD	Beach, Wayne Gordon	ERRINGTON GOLD EXPL LTD ERRINGTON GOLD EXPL LTD OPTION ERRINGTON GOLD EXPL LTD PREF	DB	May/85	IR			13334
				May/85	IR			25000
				May/85	IR			250000
	Matthew, Andrew George	ERRINGTON GOLD EXPL LTD ERRINGTON GOLD EXPL LTD OPTION ERRINGTON GOLD EXPL LTD PREF	DB	May/85	IR			13333
				May/85	IR			25000
				May/85	IR			250000
	Vickers, Douglas Christopher	ERRINGTON GOLD EXPL LTD	DSB	May/85	IR			13333
				May/85	IR			25000
				May/85	IR			250000
ETHYL CORPORATION	Dalton, John Nichols Wife	ETHYL CORP	D	Apr/85	V	200		400
				Apr/85	V 1	100		200
	Gill, James Monroe Savings Plan		DS	Apr/85	V	13540		27080
				Apr/85	V 1	14975		
				Apr/85	1	247		30197
	Gottwald Jr. Floyd D. Charitable Corp. Co-trustee Foundation Savings Plan Wife Wife as Co-trustee		DS	Apr/85	V	1623903		
				Apr/85	G		1050	3246756
				Apr/85	V 1	94152		188304
				Apr/85	V 1	1995368		3990736
				Apr/85	V 1	26700		53400
				Apr/85	V 1	73260		145238
	Gottwald, Bruce C. Charitable Co-trustee Savings Plan Wife Wife as Custodian for Minor Children Harvey Malcolm E. Savings Plan Wife Helwig, Arthur W. Savings Plan		DS	Apr/85	V 1	52318		104636
				Apr/85	V 1	23000		46000
				Apr/85	V	1196680		2393360
				Apr/85	V 1	94152		188304
				Apr/85	V 1	1995368		3990736
				Apr/85	1	61944		
	Koehnle, John F. Savings Plan Rowe, Ariel P. Savings Plan		S	Apr/85	V 1	1115		125003
				Apr/85	V 1	22128		44256
				Apr/85	V 1	144000		288000
				Mar/85	V	2938		
				Apr/85	X	3000		8876
				Apr/85	V 1	581		
	Rowe, Ariel P. Savings Plan		S	Apr/85	1	34		1196
				Apr/85	V 1	221		442
				Feb/85	T	100		
				Apr/85	V	4903		9806
				Jan/85	T 1	94		
				Apr/85	T 1	8464		16791
	Rowe, Ariel P. Savings Plan		S	Apr/85	V	2050		4100
				Apr/85	V 1	437		
				Apr/85	T 1	25		899
				Apr/85	V	50		50
				Apr/85	V 1	2256		
				Apr/85	1	50		4562

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ETHYL CORPORATION (Continued)	Scott, Sidney Buford	ETHYL CORP	D	May/85			2000	78000
	Ter Haar, Gary L. Savings Plan		S	Apr/85 Apr/85 Apr/85	V V V	415 4085 74		830 8244
	Wikman, Andrew O. Savings Plan		S	Mar/85 Mar/85 Mar/85		4896 162 9859		9792 19880
	Wilkins Jr. Ray Savings Plan		S	Apr/85 Apr/85	V V	4750 5720		9500 11329
FIRST CITY FINANCIAL CORPORATION LTD.	Wright, Jack Coil Savings Plan		S	Mar/85 Apr/85 Apr/85	C V V	100 6800 8789		13600 17437
	First City Financial Corporation Ltd	FIRST CITY FINL LTD CL A		Apr/85		1200		22500
	First City Financial Corporation Ltd.	FIRST CITY TRUST CO	B	Mar/85			1	1473116
	Hammill, Tim D.		S	Mar/85	IR			1
GALVESTON PETROLEUMS LTD.	Pezim, Murray Zareba Inv. Ltd.	GALVESTON MINES LTD	D	Apr/85 Apr/85		6500		20000 1091800
	Baladi, Joseph	GAZ METROPOLITAIN INC	S	Apr/85			3562	163
	Mandell, Marvin Z. Petruchio Holdings Ltd.	GEMINI FOOD CORP	D	Apr/85 Apr/85 Apr/85			2000 8000	55475 28245
	Clare, Paul B.	GMAC OF CDN SHORT TERM NOTES	S	Jun/84 Jul/84		\$10000	\$10000	---
GENERAL MOTORS ACCEPTANCE CORPORATION OF CANADA, LIMITED	Watson, William J.		DS	May/85	IR			10000
	Ancker-Johnson Betsy Savings Stock Purchase Program	GENERAL MTRS CORP	S	Apr/85			1067	4598
	Vorhes, James G. James G. Vorhes Trust Savings Stock Purchase Program Wife		S	Apr/85 Apr/85 Apr/85 Apr/85			693	1025 1985 4231 1371 90
	The Allan Shnier Family Trust	GESCO INDS INC	B	Apr/85 Apr/85		21834		129166 31469
GESCO INDUSTRIES INC.	The Cecil Shnier Family Trust Metropolitan Equities Ltd			Apr/85 Apr/85		21834		129166 31469
	The Irving Shnier Family Trust Metropolitan Equities Ltd.			Apr/85				129166
	The Norman Shnier Family Trust Metropolitan Equities Limited			Apr/85		21834		31469
	The Phil Shnier Family Trust			Apr/85		21834		129166

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GESCO INDUSTRIES INC. (Continued)	The Phil Shnier Family Trust	GESCO INDS INC		Apr/85		21834		129166
GIANT BAY RESOURCES LTD.	Brynnelsen, Bernard Orlando	GIANT BAY RES LTD	D	May/85	IR			67500
	Christopher, Gordon A.		D	May/85	IR			168200
	Glanville, Ross O.	GIANT BAY RES LTD OPTIONS	DS	May/85	IR			122000
	Jensen, Claus Trust	GIANT BAY RES LTD	D	May/85	IR			131500
GLENAYRE ELECTRONICS LTD	Deering, Edward K.	GLENAYRE ELECTR LTD	DS	May/85	IRI			47300
				May/85				151000
GLOBAL COMMUNICATIONS LIMITED				Feb/85		400		
	Schmitz, James C.	GLOBAL COMMUNICATIONS LIMITED	S	Apr/85		5200		347930
GOLDALE INVESTMENTS LIMITED		GLOBAL COMMUNICATIONS LTD PREF		Apr/85		7		1757
	Cristofano, Daniel J.			Apr/85			220	---
GOLDEN SCEPTRE RESOURCES LTD.		GOLDALE INVESTMENTS LTD CL A	DISI	Apr/85		2000		97400
	Lang, Frank A. Dauntless Developments Limited	GOLDEN SCEPTRE RES LTD	DS	Apr/85			22500	141700
GROSMONT RESOURCES LTD	Thomson, Alistair S. Dumyat Holdings Ltd.	GROSMONT RES LTD	DS	Apr/85	1			700699
GUARANTY TRUST MORTGAGE FUND	Sheppard, Archibald F.	GUARANTY TRUST MTG FUND CL A	SI	May/85	1	24000		508681
				Apr/85	IR			596
GUARDIAN PACIFIC RIM CORPORATION	Guardian Pacific Rim Corporation	GUARDIAN PACIFIC RIM CL A		Apr/85		37000		
				Apr/85	R		264000	37000
GUARDIAN-MORTON SHULMAN PRECIOUS METALS INC.	Guardian-Morton Shulman Precious Metals Inc.	GUARDIAN-MORTON SHULMAN		Apr/85		53600		230400
HALLIBURTON COMPANY	Fielder, Robert S.	HALLIBURTON CO	S	Apr/85			294	8706
HARRIS STEEL GROUP INC.	Franklin, Cecil Hammond Minaco Equipment Limited	HARRIS STL GROUP INC CL A	D	Apr/85	V	1000		2000
				Apr/85	V 1	15600		31200
	Franklin, Cecil Hammond Algonquin Mercantile Corporation	HARRIS STL GROUP INC CL B	D	Apr/85	V	500		1000
	Minaco Equipment Limited			Apr/85	V 1	2900		5800
HIRAM WALKER RESOURCES LTD.				Apr/85	V 1	32300		64600
	Powell, David E.	HIRAM WALKER RES LTD	SI	Apr/85	X	1500	1500	829
HUDSON'S BAY COMPANY	RRSP			Apr/85	1			1000
	Hatch, James Gordon	HUDSONS BAY CO	D	Feb/85		555		2413
	Hudson's Bay Company	HUDSONS BAY CO PFD SR A \$1.80		Apr/85		7500		
		HUDSONS BAY COMPANY PFD SERS D		Apr/85	R		7500	---
				Apr/85	R	3200	3200	---
	Kosich, George J.	HUDSONS BAY CO	DS	Mar/85	IR			4940
IMASCO LIMITED	Mahaffy, Douglas W.		S	Apr/85	IR			400
	Hudon, Ives Benefit Plan	IMASCO LTD	D	Mar/85	V	9963		19826
	Claire Hudon In Trust			Mar/85	V 1	9832		19864
				Mar/85	V 1	4000		8000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
IMPERIAL METALS CORPORATION	Geib, Klaus P.	IMPERIAL METALS CORP IMPERIAL METALS CORP CL A PF	D	Apr/85 Apr/85			8600 12005	161060 ---
	Lebel, Pierre B.	IMPERIAL METALS CORP	S	Apr/85			15000	195052
	Carroll, Paul Aylward	INCO LTD	S	Apr/85	F	193		792
	Giese, Ed A.	INEXCO OIL CO	S	May/85		500		10900
INCO LIMITED	Milligan, Raymond Vance	INTL ATLANTIS RES LTD	S	Apr/85			4003	3000
INEXCO OIL COMPANY								
INTERNATIONAL ATLANTIS RESOURCES LTD								
INTERNATIONAL BUSINESS MACHINES CORPORATION	Bechtel, Stephen D. Jr.	INTERNATIONAL BUS. CAPITAL	D	Apr/85		2300		6300
	Daughter			Apr/85	1	900		2900
	Lauren B. Dachs			Apr/85	1			3000
	Nonie B. Ramsay			Apr/85	1	900		4900
	Riley P. Bechtel			Apr/85	1	900		4900
	Son			Apr/85	1	900		4900
	Trustee for Daughter			Apr/85	1			1000
	Trustee for Grandchildren			Apr/85	1	700		700
	Trustee for Grandson			Apr/85	1	200		200
	Wife			Apr/85	1	2200		6200
	Beitzel, George B.		S	Apr/85			537	46889
	Branscomb, Lewis M.		S	Apr/85			1500	13965
	Burdick, Walton E. *		S	Apr/85			3100	12386
	Wife			Apr/85	1			849
	Conrades, George H.		S	Apr/85			5000	12772
	Davis, Edward M.		S	Apr/85			2000	5530
	Evangelista, Donato A.		S	Apr/85	X	904		3104
	Gomory, Ralph Edward		S	Apr/85			1168	10520
	Katzenbach, de Belleville		S	Apr/85	X	1142		34680
	Nicholas			Apr/85				
	Langton, Bruce E.		S	Apr/85			1225	827
	Lucente, Edward E.		S	Apr/85			25	8961
	Children			Apr/85	1			180
	McKinney, David E.		S	Apr/85			1200	11328
	Wife			Apr/85	1			872
	Watson, Mitchell H. Jr.		S	Apr/85	G		918 391	8835
INTERNORTH INC.	Dalton, Vern E.	INTERNORTH INC	S	Apr/85				290
	Stock Ownership Plan			Apr/85	1			652
	Trusteed Investment Plan			Apr/85	1	103		2276
	Dienstbier, Daniel L.		S	Apr/85			221	5864
	Stock Ownership Plan			Apr/85	1			867
	Wife as Custodian			Apr/85	1			300
	Gardner, Dan L.		S	Apr/85				17344
	Stock Ownership Plan			Apr/85	1			1040
	Trusteed Investment Plan			Apr/85	1	302		11773
	Henry, William A.		S	Apr/85				500

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
INTERNORTH INC. (Continued)	Henry, William A. Stock Ownership Plan Trusteed Investment Plan	INTERNORTH INC	S	Apr/85	1			681
				Apr/85	1	86		1071
				Apr/85				2000
	Kaiser, Louis H. Trusteed Investment Plan			Apr/85	1	89		250
				Apr/85				28555
				Apr/85	1			1151
	Lochiano, Rocco Employee Stock Ownership Plan Employees' Trusteed Investment Plan Jointly with Mother Jointly with Wife Wife			Apr/85	1	375		15342
				Apr/85	1			1028
				Apr/85	1			1800
				Apr/85	1			42
	Raasch, Robert P. Joint with Wife Stock Ownership Plan Trusteed Investment Plan			Apr/85	1			6145
				Apr/85	1			200
				Apr/85	1			1002
	Sawtell, Stephen M. Stock Ownership Plan Trusteed Investment Plan			Apr/85	1	165		7687
				Apr/85	1			499
	Segnar, Samuel F. Stock Ownership Plan Trust for Daughter Trust for Son Trusteed Investment Plan			Apr/85	1	122		959
				Apr/85	1			7146
				Apr/85	1			35450
				Apr/85	1			1152
	Severa, Gordon L. Jointly with Mother Stock Ownership Plan Trusteed Investment Plan wife wife as Trustee			Apr/85	1			800
				Apr/85	1			800
				Apr/85	1			3100
				Apr/85	1	578		20411
	Snow, Luther D. Stock Ownership Plan Trusteed Investment Plan			Apr/85	1			10084
				Apr/85	1			250
				Apr/85	1			1152
				Apr/85	1	422		19508
	Strauss, Willis A. Stock Ownership Plan Trusteed Investment Plan wife			Apr/85	1			3000
				Apr/85	1			3100
				Apr/85	1			382
				Apr/85	1			227
	Thompson, Washington G. Stock Ownership Plan Trusteed Investment Plan			Apr/85	1	91		458
				Apr/85	1		407	39797
				Apr/85	1			1152
				Apr/85	1	709		57402
	Wallace, Dean W. Stock Ownership Plan Trusteed Investment Plan			Apr/85	1			2526
				Apr/85	1			8545
				Apr/85	1			1122
				Apr/85	1	274		7733
	White, James W. Stock Ownership Plan Trusteed Investment Plan			Apr/85	1			1200
				Apr/85	1			1023
				Apr/85	1			5100
				Apr/85	1	130		3244
	Patrick, William F.			Apr/85	1	199		843
				Apr/85	1			3906
IRWIN TOY LIMITED		IRWIN TOY LTD VTG	S	Apr/85		200		210

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REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
IRWIN TOY LIMITED (Continued)	Patrick, William F.	IRWIN TOY LTD NON-VTG	S	Apr/85		200		
	RRSP			Apr/85	1		200	200 100
JAMIE FRONTIER RESOURCES INC.	Dickie, William Paul	JAMIE FRONTIER RES INC	S	Mar/85		7500		
	RRSP			Mar/85	1		3000	6700
	Dickie, William Paul	JAMIE FRONTIER RES INC WTS JAMIE FRONTIER RES INC SCRIPT	S	Mar/85	1	8400		
				Apr/85	1	3000		19800
JOHN LABATT LIMITED	Diamond, Charles Amended DRIP	JOHN LABATT LTD	D	Apr/85		12000		
	Ortiz-Patino, Jaime			Apr/85		3600		12000 3600
JOHNSON & JOHNSON	Smith, Roger B.	JOHNSON & JOHNSON	D	Apr/85	1	1000		
	Pollock, Robert A.			Apr/85	IR	22		3000 157
JONPOL EXPLORATIONS LIMITED	Bopol Management Ltd. Wife	JONPOL EXPLS LTD	D	Apr/85			45700	100000
	Vanasse, Leo			Apr/85				200
LA VERENDRYE MANAGEMENT CORPORATION	Dickie, William Paul	LAUNAY RES INC	BS	Apr/85			120000	1
	Barber, Herbert Douglas			Apr/85			15000	332300
LUMONICS INC.	Atkinson, Robert J.	LUMONICS INC	DS	Apr/85		26000		
	Fyfe, Matthew Burley Anniversary Share Plan Profit Sharing Plan			Apr/85			16000	16000
MACLEAN HUNTER LIMITED	Robertson, Robert W. Anniversary Share Plan Profit Sharing Plan	MACLEAN HUNTER LTD CLASS X	S	May/85			2600	14294
	Hall, Ronald T. RRSP Sandron Holdings Ltd.			May/85	V	33000		66000
MARK'S WORK WEARHOUSE LTD.	McManus, John G.	MARKS WORK WEARHOUSE LTD VTG	DS	May/85	V 1	26		53
	Kuhn, James Sylvan			May/85	V 1	853		1707
MAYNARD ENERGY INC	Holmes, William G.	MAYNARD ENERGY INC	D	May/85		148500		297000
	General American Technologies Inc.			May/85	V	79		159
MCDONALD'S CORPORATION	Chilian, George W. RRSP Trustee	MCDONALDS CORP	S	May/85	V 1	1340		2681
	Webb, Peter L. RRSP			May/85			15000	11000 626380
MELCOR DEVELOPMENTS LTD.	Lewis, Gerald F.	MELCOR DEVS LTD	DS	Apr/85			5000	184012
				Apr/85			1100	3555
MERIDIAN TECHNOLOGIES INC.		MERIDIAN TECH INC	DS	May/85			1000	14540
				Apr/85	IR			861112
METALORE RESOURCES LIMITED		METALORE RES LTD	B	Apr/85		10000		272250
				Apr/85	1			202888
MIDLAND DOHERTY FINANCIAL CORPORATION		MIDLAND DOHERTY FINL CORP	S	Apr/85	1			27000
				May/85			1200	1300 300
MOBIL CORPORATION		MOBIL CORP	S	May/85				17204
				Apr/85	X	1548		

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MOORE CORPORATION LIMITED	Heist, John A.	MOORE CORP LTD	S	Apr/85 T	T	2 60		90
MORGAN HYDROCARBONS INC	Goodman, Aubrey Wildridge	MORGAN HYDROCARBONS INC	D	Apr/85			9705	---
	Horte, Vernon Lyle		DS	Apr/85		31		229883
	Love, Richey Bryce Domequity Growth & Calgary Ltd.		D					
MUSCOCHO EXPLORATIONS LIMITED	Macklem, John R.	MUSCOCHO EXPL LTD	DS	Apr/85	I		150000	496500
NATIONAL BUSINESS SYSTEMS INC.	Tofany, Vincent L.	NTL BUSINESS SYSTEMS INC OPT	DI	Apr/85 X	X	5000		---
NATIONAL SEA PRODUCTS LIMITED	Cox, Kenneth Victor	NTL SEA PRODUCTS	D	Apr/85	IR			15000
NATIONAL VICTORIA AND GREY TRUSTCO LIMITED, THE	Angus, Melvyn Graham Madeg Holdings Inc.	NTL VICTORIA & GREY TRUSTCO	D	Apr/85	IR			100
NEW CAMPBELL ISLAND MINES LIMITED	A B M Trading Limited	NEW CAMPBELL ISLAND MINES LTD	B	Apr/85	I		2000	5910
	Percy, J. Ronald		D	May/85	IR			830000
	Summer 90 Resources Ltd. Canbay & Co.		B	May/85	IR			10000
NEW YORK OILS LIMITED	New York Oils Limited	NEW YORK OILS LTD		Apr/85 Apr/85 Apr/85	I R	1 2549	18910	1544991 30000
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	Templeton, David Smith Family	NFLD POWER LTD CLASS A	DS	Mar/85 May/85	I I	40 165		2704
	Templeton, David Smith	NFLD POWER LTD CLASS B	DS	Mar/85 May/85		130 151		8327
NORANDA INC.	Toivanen, Reino M.	NORANDA INC	S	Apr/85		55		8389
NU-WEST GROUP LIMITED	Bank of Nova Scotia, The Bansco & Co. #75	NU WEST GROUP LTD CL A CONV	B	Apr/85	I	924000		19340885
OAKWOOD PETROLEUMS LTD.	Mann, Lloyd D.	OAKWOOD PETES LTD CL A	S	Apr/85			2000	---
	Nickle, Carl Olof	OAKWOOD PETES LTD WT	D	Apr/85			45084	---
	Oakwood Petroleum Ltd.	OAKWOOD PETES LTD		Apr/85		32800		63000
		OAKWOOD PETES LTD PREF SERS B	B	Apr/85		2500		7800
		OAKWOOD PETES LTD CL A		Apr/85	R		100000	---
OCEANIC ELECTRONICS CORPORATION INC.	Thorn, Ronald W.	OCEANIC ELECTRONICS CLASS A		Apr/85		500		500
OMNIBUS COMPUTER GRAPHICS INC.	598606 Ontario Limited	OMNIBUS COMPUTER GRAPHICS INC.	B	Apr/85 Apr/85 Apr/85	IR IR IR			444444 \$600000 222222
	Heywood, George	OMNIBUS COMPUTER INC OPTIONS	DISI	Apr/85	IR			30000
	Martin, Joseph F.		SDISI	Apr/85		40000		40000
	Pennie, John C.		DSDISI	Mar/85		169000		169000
	Scarrow, William A.			Apr/85	IR			10000

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PACIFIC CASSIAR LIMITED	Dymond, Garth A. RRSP	PACIFIC CASSIAR LTD CL A PACIFIC CASSIAR LTD CL B	DS	Apr/85 Apr/85	IR IR1			5000 10611
PAN EAST RESOURCES INC.	MacInnes, William V.	PAN EAST RES INC	DS	Apr/85 Apr/85	IR		5259	110795 105536
	McIssac, Angus Fifteen Mile Stream Mining Co. Limited		DB	Apr/85 Apr/85	IR1 1		7119	150000 142881
PARKLAND INDUSTRIES LTD.	Lawrence, Terrance D. Associates	PARKLAND INDS LTD	DS	Apr/85 Apr/85	1		15000	85333 200
PATFINDER FINANCIAL CORPORATION	Gaudet, Venard J.	PATFINDER FINL CORP	D	Apr/85			50000	---
PELANGIO-LARDER MINES LIMITED	Mortson, James Norman Andrew	PELANGIO-LARDER MINES LTD	D	Apr/85			10000	---
PENN WEST PETROLEUM LTD.	Bonanza Resources Ltd. Carter, Terence Robert	PENN WEST PET LTD WTS PENN WEST PETE LTD	B S	Apr/85 May/85		79800 4000	3600	3724992 7000
PENNINGTON'S STORES LIMITED	Armel, Sol	PENNINGTONS STORES LTD	DS	Apr/85 Apr/85		25000	20000	25000
PERREX RESOURCES INC.	Perron, Alexander H. 559505 Ontario Ltd.	PERREX RES INC	D	Apr/85 Apr/85	1		9000	66667 52466
PHILLIPS CABLES LIMITED	Jardim, C.F.	PHILLIPS CABLES LTD	D	Mar/85	IR			1000
PLACER DEVELOPMENT LIMITED	Petrina, Anthony Julian	PLACER DEV LTD	S	Mar/85 Apr/85 May/85	X X X	63	3700 4600	11698
	Company Stock Purchase Plan			Mar/85	1	1591		1591
PRIMROSE TECHNOLOGY CORPORATION	Bradley, Jerrold	PRIMROSE TECHNOLOGY CORP	S	Mar/85	IR			29580
	MacLennan, Alistair	PRIMROSE TECHNOLOGY CORP PREF	D	Apr/85 Apr/85	IR IR			1582800 700
	Morpurgo, Barbara	PRIMROSE RES LTD	S	Mar/85	IR			1000
	Patterson, David M.	PRIMROSE TECHNOLOGY CORP PREF	DS	Mar/85 Mar/85	IR IR			49180 1000
	Sawyer, Clifford E.	SECURITIES	DS	Mar/85	IR			---
PRINCIPAL NEO-TECH INC.	McIntyre, Andrew A. Andrew McIntyre Enterprise Inc.	PRINCIPAL NEO-TECH INC CL A	DS	Apr/85 Apr/85	1 1	240	1200	9740
	Principal Group Ltd.	PRINCIPAL NEO-TECH INC PRINCIPAL NEO-TECH INC CL A	B	Mar/85 Apr/85 Apr/85		10199 9080 6324 1200		524639 467639 468839
PROVIGO INC.	Deberry, Charles E.	PROVIGO INC	S	Dec/84		124		124
	Goslovich, Carl R.		DSDISI	Dec/84		756		6056
QUAKER OATS COMPANY, THE	Rodriguez, Jose A.	QUAKER OATS CO	DS	Mar/85			2000	---
RANCHMENS RESOURCES (1976) LTD.	Brackpool, Jacqueline	RANCHMENS RES (1976) LTD CL A	S	Apr/85			800	---

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
RANCHMENS RESOURCES (1976) LTD. (Continued)	Lashuk, Nicholas John	RANCHMENS RES (1976) LTD CL A	S	Apr/85				36000
	Spousal RRSP			Apr/85	1	12000		1400
RANGER OIL LIMITED	Lashuk, Nicholas John	RANCHMENS RES (1976) LTD CL B	S	Apr/85				36666
	Spousal RRSP Spouse			Apr/85	1	10000		600
				Apr/85	1			5000
	Dingle, Walter B.	RANGER OIL LTD	D	Apr/85			4000	1200
	Fletcher, John E.		S	Apr/85		1000		1000
RAYLOYD RESOURCES LIMITED	Shultz, Robert C.	RAYLOYD RES LTD	D	May/85		4000		9000
REED STENHOUSE COMPANIES LIMITED	Barbary, Robert J.	REED STENHOUSE LTD CL A	S	Mar/85		70		10431
	Gyles, Cedric George Edward		S	Mar/85		126		18401
REICHOLD LIMITED	Reichhold Chemicals, Inc. RCI Acquisitions Inc.	REICHOLD LTD		Apr/85				468387
				Apr/85	1	83426		3651270
RENAISSANCE ENERGY LTD.	Thomson, John A. RRSP	RENAISSANCE ENERGY LTD	S	Apr/85			3799	2422
				Apr/85	1			1723
RESOLUTE PETROLEUMS LIMITED	Augdome Corporation Limited	RESOLUTE PETROLEUMS LTD		Mar/85	IR			993014
ROCKWELL INTERNATIONAL CORPORATION	Siragusa, Ross David Jr. Trustee Western Ventures Inc.	ROCKWELL INTL CORP	D	Apr/85			3000	94170
				Apr/85	1			153618
				Apr/85	1			170000
ROYAL BANK OF CANADA, THE	Yockey, Donald J.		S	Apr/85	X	8000		31531
	Macdonnell, Peter Logie Parkin	ROYAL BK CDA	D	Feb/85		147		
				Apr/85			2000	6710
ROYAL TRUSTCO LIMITED	Ferenbach, James Andrew Campbell	ROYAL TRUSTCO LTD CLASS A	S	May/85			486	10000
	Milner, Donald F.		S	Mar/85		10000		10000
	Nixon, Denis H.		SI	Apr/85	X	2000		15000
ROYEX GOLD MINING CORPORATION	Skimming, Thomas	ROYEX GOLD MINING CORP	DS	Apr/85			2000	151645
SCEPTRE RESOURCES LIMITED	Ambrose, Ronald W.	SCEPTRE RES LTD	S	Mar/85		799		4545
	Fletcher, Gerald L. Employee Savings Plan			Mar/85		10000		49900
				Mar/85	1			4329
	Fletcher, Gerald L.	SCEPTRE RES LTD OPTION		Mar/85		23333		46666
	Freeman, Gary Williams Employee Savings Plan	SCEPTRE RES LTD	S	Mar/85		593		6051
	Inbusch, Stephen N. Employee Savings Plan Held by Nominee Retirement Account		S	Mar/85		709		3383
				Mar/85	1			250
				Mar/85	1			350
SCOTT'S HOSPITALITY INC.	Beckley, Michael J.	SCOTT'S HOSPITALITY SUB VTG	SI	Apr/85			1500	---
	Yelle, Raymond R.		DDSI	Apr/85			5000	10000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SEABRIGHT RESOURCES INC.	Hunkin, Peter Graham	SEABRIGHT RES INC	D	Apr/85		5000		5000
	McCartney, William S.		D	Apr/85			5000	238766
SEAWAY MULTI-CORP. LIMITED	Peplevy Corporation Limited Rustic Valley Enterprises Limited	SEAWAY MULTI CORP LTD PREF	B	Apr/85	1	800		3800
SEEL MORTGAGE INVESTMENT CORPORATION	Benklig Holdings Limited	SEEL MTG INVESTMENT CORP		Apr/85		2470		38786
SHAWNEE PETROLEUMS LIMITED	Brissenden, Richard William Bywood Holdings Limited	SHAWNEE PETES LTD		Apr/85	1		1500	30250
SHELTER OIL & GAS LTD.	CBC Pension Board of Trustees RoyTor Inc.	SHELTER OIL & GAS LTD PFD SR A	B	Apr/85	1	3500		21600
SILVER EUREKA CORPORATION	Cunningham-Dunlop, G. Richard Bay Contractors Limited	SILVER EUREKA CORP	D	Apr/85	1		2000	4000
SILVERSIDE RESOURCES INC.	Graham, Murray Wm.	SILVERSIDE RES INC	D	Apr/85			2000	---
SPRUCE FALLS POWER AND PAPER COMPANY, LIMITED	Spruce Falls Power and Paper Company, Limited	SPRUCE FALLS 9-1/4% DEB SER A		Mar/85 Mar/85 Apr/85		\$27000 \$200000	\$27000 \$200000	---
STANDARD BROADCASTING CORPORATION LIMITED	Shearham, Diane	STANDARD BROADCASTING LTD	SI	May/85	IR			200
STANDARD TRUSTCO LIMITED	Gray, Ross E.S. Stock Plan	STANDARD TRUSTCO LTD	S	Apr/85 Apr/85	T 1	2		7 104
	McCutcheon, Susan E.M.		D	Apr/85	T	30		1358
	Mulkins, Edward T.		SI	Apr/85		3		132
	O'Malley, Brian R. RSP		DS	Apr/85 Apr/85	T 1	10	1000	75126 445
	Paton, William L.		DS	Apr/85	X	18000		27409
	Seago, Alan J.		S	Apr/85	T	7		336
	Willoughby, Bertram Elmore RSP		D	Apr/85 Apr/85		11273 635		44160 12968
	Trans Canada Holdings Limited			Apr/85	1	1320		36232
	Wood, James		DS	Apr/85 Apr/85	X	9675	9675	121
STELCO INC.	Killaly, Laurence M.	STELCO INC SR A CV	S	May/85		200		1328
TEESHIN RESOURCES LTD	Coulter, Michael RSP	TEESHIN RESOURCES LTD	D	Apr/85 Apr/85	X 1	10000	10000	12700 9667
	Coulter, Michael	TEESHIN RES LTD OPTION	D	Apr/85	X		10000	40000
TENNECO INC.	Bernacki, Edward J. Thrift Plan	TENNECO INC	S	Mar/85 Apr/85	1 1	55	413	55
	Blakely, Robert T.		S	Apr/85				250

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TENNECO INC. (Continued)	Blakely, Robert T. Thrift Plan	TENNECO INC	S	Apr/85	1	87		1572
	Daniels, H.E. ADRS Plan			Apr/85	1			100
	Son Thrift Plan			Apr/85	1			66
				Apr/85	1	146		5
				Apr/85	1			6135
	Ewell, Vincent F. Jr. Thrift Plan		S	Apr/85	1	131		72
				Apr/85	1			4632
	McInnes, Allan T. Thrift Plan		S	Apr/85	1		533	---
				Apr/85	1			4541
	Menikoff, Peter Thrift Plan		S	Apr/85	1	48		304
				Apr/85	1			618
	Meyer, M.W. Thrift Plan		S	Apr/85	1	196		72
				Apr/85	1			8123
	Miller, Robert H. Thrift Plan		S	Apr/85	1	143		843
				Apr/85	1			5504
	Otto, Kenneth L. Thrift Plan		S	Apr/85	1	23	250	---
				Apr/85	1			946
	Reese, Kenneth W. Thrift Plan		S	Apr/85	1	109		703
				Apr/85	1			6430
	Robinson, Richard A. Thrift Plan		S	Apr/85	1	125		434
	Wife			Apr/85	1			4591
				Apr/85	1			300
	Sapp, Walter W. Thrift Plan		S	Apr/85	1	78		250
				Apr/85	1			2958
	Shultz, Charles E. Daughter			Apr/85	1			203
	Son			Apr/85	1			100
	Thrift Plan			Apr/85	1	160		100
				Apr/85	1			4575
TERRA MINES LTD.	Weemers, Gerard B. RRSP	TERRA MINES LTD	D	Mar/85	1			421
				Mar/85	1		2000	48740
TEXAS EASTERN CORPORATION	Bixby J.E. Employee Stock Purchase Plan	TEXAS EASTERN CORP	S	Apr/85	1		5658	5000
	Bufkin, David J. Employee Stock Purchase Plan	DS	DS	Apr/85	1	96	3000	6688
				Apr/85	1			24335
	Conaway, J. M. Held by Children Stock Purchase Plan			Apr/85	1			12204
				Apr/85	1	155		707
				Apr/85	1			100
				Apr/85	1			116
	Cunningham, R.C. Employee Stock Purchase Plan	S	S	Apr/85	1			2575
				Apr/85	1			1172
	Dickinson, R.K. Employee Stock Purchase Plan	S	S	Apr/85	1	600		2826
				Apr/85	1			2983
	Ewing, G. H. Children	SI	SI	Apr/85	1	300		9131
	Employee Stock Purchase Plan			Apr/85	1			2000
	Spouse			Apr/85	1			9190
				Apr/85	1			380

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TEXAS EASTERN CORPORATION (Continued)	King, H. H.	TEXAS EASTERN CORP	S	Apr/85		800		13662
	Employee Stock Purchase Plan			Apr/85	1			3716
	Wife			Apr/85	1			3
	McCollough, W. H.		S	Apr/85		700		3369
THOMSON NEWSPAPERS LIMITED	Employee Stock Purchase Plan			Apr/85	1			8740
	Thompson Newspapers Limited	THOMPSON NEWSPAPER CLASS A		Apr/85		20000	20000	---
		THOMSON NEWSPAPERS PFD 6.75%		Apr/85	R	355		---
				Apr/85	R		355	---
TIBER ENERGY CORPORATION	Hilland, Douglas Michael	TIBER ENERGY CORP	S	Apr/85		1000		11000
	Tiber Energy Corporation			Apr/85		5100		13400
	Hudson's Bay Company	TORONTO CREDITS LTD	B	Apr/85		6000		98145
	Hudson's Bay Company Investments Limited			Apr/85	1			25000
TOTAL PETROLEUM (NORTH AMERICA) LTD.	Leeks, Raymond C.	SECURITIES	S	May/85	IR			---
	Sheppard, Archibald Francis	TRADERS GROUP LTD CL A	DI	Apr/85	IR			596
	Weldon, David Black	TRADERS GROUP LTD PFD 10.25%	DI	Mar/85	E		500	---
	St. John Holdings			Feb/85	1		500	4500
TRANS MOUNTAIN PIPE LINE COMPANY LTD	Stokes, Richard Bedford	TRANS MTN PIPE LINE LTD	DISI	Apr/85		1000		1050
	Canadian Utilities Limited	TRANSALTA UTILS CORP CL A	B	Apr/85			50	46
	In Trust			Apr/85	1			12966667
	Canadian Utilities Limited	TRANSALTA UTIL CORP PFD 10%	B	Apr/85			352	---
TRANSCANADA PIPELINES LIMITED	McCready, Kenneth Frank RRSP	TRANSALTA UTILITIES CL A WTS	S	Apr/85	1		36	39
		TRANSALTA UTILITIES CL B WTS		Apr/85	1		90	97
	Archambault, John K.	TRANSALTA UTILITIES CORP	S	Apr/85		113		39043
				Apr/85		100		
TRANSCANADA PIPELINES LIMITED	Britton, George C		S	Apr/85		543		41010
				Apr/85		73		
	Cameron, James M.		DS	Apr/85	T	106		83422
				Apr/85		137		
TRANSCANADA PIPELINES LIMITED	Couper, Gavin J.		S	Apr/85		67		18409
	Dalglish, Terence		S	Apr/85	T	32		8911
				Apr/85		63		
				Apr/85			300	
TRANSCANADA PIPELINES LIMITED	Douloff, Artel A.		S	Apr/85		67		8357
	Graye, Mitchell T. G.		S	Apr/85	T	35		33372
				Apr/85		78		
	Hugh, George M.		S	Apr/85	T	133		

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TRANSCANADA PIPELINES LIMITED (Continued)	Hugh, George M.	TRANSCANADA PPLNS LTD	S	Apr/85		101		56750
	Latimer, Radcliffe R.		S	Apr/85 Apr/85	T	2622 286		203129
	Leslie, Gordon A.		S	Apr/85 Apr/85	T	112 95		46224
	McOuat, James W. S.		S	Apr/85 Apr/85	T	44 81		22661
	Nichols, Neil H.		S	Apr/85 Apr/85	T	110 110		59323
	Orr, Kennedy C.		S	Apr/85	T	150		65128
	RRSP Wife			Apr/85 Apr/85 Apr/85	T 1 1	105 89 1		7515 200
	Pilon, Lionel H.		S	Apr/85	T	537		45537
	Reid, Robert J.		S	Apr/85 Apr/85	T	105 75		30680
	Scott, Susan Ann		S	Apr/85		57		9058
	Sim, Raymond F.		S	Apr/85 Apr/85	T	90 84		42235
	Smith, Robert S.		S	Apr/85 Apr/85		7 71		15252
	Travers, Alfred Raymond		S	Apr/85 Apr/85	T	11 67		4679
	Walker, Richard D.		S	Apr/85 Apr/85	T	154 116		65197
	Whiteside, Kenneth G.		S	Apr/85 Apr/85	T	120 89		44982
TRANSCONTINENTAL RESOURCES LIMITED	Wilkins, Arthur A.		S	Apr/85 Apr/85	T	76 83		42058
	Woods, George W.		S	Apr/85 Apr/85	T	108 169		91502
	Milner, John Rochfort Renlim Investments Limited Wife	TRANSCONT RES LTD	DSDISI	Apr/85 Apr/85	1 1	1000		1070100 88500
	Tri-Star Resources Ltd.	TRI STAR RES LTD		Apr/85		6500		1623100
	Copetrex Oil & Gas Co. Ltd.	TRIO-ARCHEAN DEVEL INC		Apr/85		2000		117200
	Arnold, John Martin Montreal Trust Co.	TRIZEC CORP LTD CLASS A	S	Mar/85 Mar/85 Mar/85 Mar/85	1 1 1 1	1600 1600 160 400	1600	4000 4000 400
	Becevello, John Enrico	TRIZEC CORP LTD CLASS A	S	Apr/85 Apr/85 Apr/85 Apr/85	V V V V	400 400 400 40	400	--- --- 40
		TRIZEC CORP LTD CLASS B		Apr/85				
		TRIZEC CORP SR PFD CL B SRS 3		Apr/85				
TRI-STAR RESOURCES LTD								
TRIO-ARCHEAN DEVELOPMENTS INC.								
TRIZEC CORPORATION LTD.								

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TRIZEC CORPORATION LTD. (Continued)	Benson, Kevin Edgar 493168 Ontario Limited Bayne & Company	TRIZEC CORP LTD CLASS A	S	Apr/85	1			49000
	Moncal & Co.			Apr/85	1		2000	25000
	493168 Ontario Limited	TRIZEC CORP SR PFD CL B SRS 3		Apr/85	1			21000
	Moncal & Co.			Apr/85	1		200	4900
TUNDRA GOLD MINES LIMITED	Stephenson, Thomas Moncal & Co.	TRIZEC CORP LTD CLASS A	S	Apr/85	1		1000	19000
		TRIZEC CORP LTD CLASS B		Apr/85	1		1000	19000
		TRIZEC CORP SR PFD CL B SRS 3		Apr/85	1		100	1900
	Pierre, Clavis	TUNDRA GOLD MINES LTD	S	Apr/85			8250	---
ULTRAMAR PLC.	Ducharme, Robert O.	ULTRAMAR PLC ORD PAR 25 PENCE	S	Apr/85			8532	---
	Numac Oil & Gas Ltd.	UNION ENTERPRISES LTD	B	Apr/85			8600	---
	R. Howard Webster and Family		B	Mar/85	1	115600		
	Hochigan Ltd.			Apr/85	1	4100		119700
URBAN RESOURCES LIMITED	Gundy, Michael B. C. Michael Gundy Investments Ltd.	URBAN RES LTD	D	Apr/85	IR1			5000
	Campbell, Ian Brierley	WAJAX LTD CL A CONV WAJAX LTD CL B CONV	DS	Apr/85 Apr/85	M M	32000	32000	33113
WARDAIR INTERNATIONAL LTD. WARRINGTON INC.	Ward, Kim M.	SECURITIES	S	May/85	IR			---
	Parsons, Andrew J. Amended	WARRINGTON PRODS LTD	SI	Apr/85				5000
	Rushton, Mark R.	WELWOOD CDA LTD	S	Mar/85 Mar/85	V	217 368		953
	Killick, John B.	WESTMIN RES LTD	S	Feb/85 Feb/85 Apr/85 Apr/85 Apr/85 Apr/85 Apr/85	X X X X X X 1	2000 2000 2000 2000 2000 2000		---
WHONNOCK INDUSTRIES LIMITED	Trustee			Apr/85				832
	Toronto Dominion Bank	WHONNOCK INDS LTD CL A WHONNOCK INDS LTD CL B	K	Apr/85 Apr/85	IR IR			2460866 688992
YVANEX DEVELOPMENTS LIMITED	Hunter, Harry D. D. H. Developments Ltd.	YVANEX DEV LTD	DS	Apr/85				283300
				Apr/85	1	9496		1056076

CHAPTER 8
NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
May. 01, 1985	Kentridge, Leon R.	609 AVENUE ROAD LIMITED COMMON SHARES	105,900	114 share(s)
May. 10, 1985	Sequel Equities Inc.	ACCESS BANKING NETWORK INC. COMMON SHARES	100,000	133,333 share(s)
Apr. 29, 1985	Bank of Montreal	CANADIAN COMMERCIAL BANK COMMON SHARES	11,400,000	11,400,000 share(s)
"	Bank of Nova Scotia, The	"	7,800,000	7,800,000 share(s)
"	Canada Dposit Insurance Corporation	"	75,000,000	75,000,000 share(s)
"	Canadian Imperial Bank of Commerce	"	13,800,000	13,800,000 share(s)
"	Her Majesty in Right of Canada Ministry of State (Finance)	"	60,000,000	60,000,000 share(s)
"	Her Majesty the Queen in Right of Alberta, Alberta Treasury	"	"	60,000,000 "
"	National Bank of Canada	"	3,600,000	3,600,000 share(s)
"	Royal Bank of Canada, The	"	15,600,000	15,600,000 share(s)
"	Toronto-Dominion Bank, The	"	7,800,000	7,800,000 share(s)
Apr. 29, 1985	Bank of Montreal	CANADIAN COMMERCIAL BANK RIGHTS (*NIL UNLESS EXERCISED)	*	1,075,736
"	Bank of Nova Scotia, The	"	"	736,030
"	Canada Deposit Insurance Corporation	"	"	7,077,210
"	Canadian Imperial Bank of Commerce	"	"	1,302,207
"	Her Majesty in Right of Canada Ministry of State (Finance)	"	"	5,661,769
"	Her Majesty the Queen in Right of Alberta, Alberta Treasury	"	"	5,661,,769
"	National Bank of Canada	"	"	339,706
"	Royal Bank of Canada, The	"	"	1,472,060
"	Toronto-Dominion Bank, The	"	"	736,030
Apr. 30, 1985	Canada Permanent Trust Company	CANADIAN SMALL COMPANY TRUST, THE - UNITS	122,416	1,200 unit(s)
Apr. 30, 1985	Mutual Life Assurance Company of Canada	FEDERATED PIPE LINES LTD. 12.5% SINKING FUND DEBENTURES	7,500,000	\$7,500,000
Apr. 01, 1985	Muscocho Explorations Limited	FLANAGAN MCADAM RESOURCES INC. COMMON SHARES	500,000	372,024 share(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
May. 17, 1985	Petro-Canada Inc.	GENERAL AMERICAN TECHNOLOGIES INC. - NON-VOTING FIRST SPECIAL SHARES, SERIES II	300,000	300,000 share(s)
Apr. 30, 1985	131881 Canada Inc.	GLEN AUDEN RESOURCES LIMITED COMMON SHARES	10,000	40,000 share(s)
"	594323 Ontario Limited	"	"	40,000 "
"	Alexander, K. P.	"	15,000	60,000 share(s)
"	Allerston, Ralph E.	"	7,500	30,000 share(s)
"	Armstrong, Robert J	"	10,000	40,000 share(s)
"	Baker, Sharon	"	2,500	10,000 share(s)
"	Bass Research	"	10,000	40,000 share(s)
"	Caira, Nadia	"	"	40,000 "
"	D.W. Snowden Consultants Inc.	"	"	40,000 "
"	David, Silvia A.	"	2,500	10,000 share(s)
"	Earthquake & Geophysical Consulting Co. Limited	"	10,000	40,000 share(s)
"	Elliott, J. Douglas	"	"	40,000 "
"	Geonics Limited	"	5,000	20,000 share(s)
"	Gilbert, Taylor	"	10,000	40,000 share(s)
"	Gilman, Dana P.	"	5,000	20,000 share(s)
"	Gonzalez, Henry T.	"	10,000	40,000 share(s)
"	Gottlieb, Myron	"	20,000	80,000 share(s)
"	Hibbard, Maurice	"	10,000	40,000 share(s)
"	Karpovitch, Ed	"	2,500	10,000 share(s)
"	Paramount Capital Corp	"	30,000	120,000 share(s)
"	Sethuraman, K	"	5,000	20,000 share(s)
"	Sommers, R J	"	10,000	40,000 share(s)
"	Thomas, Michael W	"	15,000	60,000 share(s)
"	Tutton, Jim	"	10,000	40,000 share(s)
"	Wolfe, Joe	"	"	40,000 "
Apr. 30, 1985	Admiralty Fund Ltd.	GLOBAL SHELTER LTD. - UNITS	7,500	30,000 unit(s)
"	Doherty, Michael	"	5,000	20,000 unit(s)
"	Kornblum, Joel	"	1,500	6,000 unit(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
May. 15, 1985	Northland Bank	HEES INTERNATIONAL CORPORATION CLASS A PREFERENCE SHARES SERIES E	20,000,000	800,000 share(s)
Feb. 21, 1985	CMP 1985 Mineral Partnership and Company, Limited	INSPIRATION RESOURCES CORPORATION - COMMON SHARES	7,999,994	747,497 share(s)
Feb. 01, 1985	United Lands Corporation Limited	MARLBOROUGH COURTS II - UNITS	118,452	1 unit(s)
"	United Lands Corporation Limited	"	126,276	1 unit(s)
"	United Lands Corporation Limited	"	127,296	1 unit(s)
"	United Lands Corporation Limited	"	127,806	1 unit(s)
"	United Lands Corporation Limited	"	165,342	1 unit(s)
"	United Lands Corporation Limited	"	168,912	1 unit(s)
May. 13, 1985	Montreal Trust Company	MBW VENTURE PARTNERS LIMITED PARTNERSHIP - INTERESTS	U S 2,000,000	Interests
"	Northern Telecom Inc.	"	U.S.1,000,000	Interests
May. 02, 1985	Ontario Municipal Employees Retirement Board	"	U S 5,000,000	Interest
Apr. 15, 1985	Campbell Resources Inc.	MESTON LAKE RESOURCES INC. COMMON SHARES	750,000	375,000 share(s)
Mar. 27, 1985	CMP 1985 Mineral Partnership and Company, Limited	"	500,000	250,000 share(s)
Feb. 21, 1985	CMP 1985 Mineral Partnership and Company, Limited	NORANDA INC. - COMMON SHARES	8,000,000	254,916 share(s)
Apr. 30, 1985	Sun Life Assurance Company of Canada	NORTHERN TELECOM LIMITED COMMON SHARES	1,106,236	23,066 share(s)
May. 17, 1985	546384 Ontario Incorporated	TALISMAN MINES LIMITED - UNITS	100,000	400,000 share(s)
Apr. 30, 1985	Ackhurst, Gordon D.	WCS PARTNERSHIP - UNITS	108,800	2 unit(s)
"	Billing, David H.	"	"	2 "

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE (\$)	AMOUNT
May. 22, 1985	Dec. 21, 1983	Mutual Life Assurance Company of Canada, The	GLENAYRE ELECTRONICS LTD. COMMON SHARES	10	4,000 share(s)
Apr. 12, 1985	Aug. 04, 1983	Montreal Trust Company of Canada A/C T902480	HAYES-DANA INC. COMMON SHARES	240,000	40,000 share(s)
May. 07, 1985	Jun. 27, 1983	Montreal Trust Company of Canada A/C T 901560	PEOPLES JEWELLERS LIMITED CLASS A SHARES	99,750	9,500 share(s)
May. 15, 1985	"	"	"	21,000	2,000 "
Apr. 10, 1985	May. 23, 1984	Grill, Norman	TEESHIN RESOURCES LTD. COMMON SHARES	20,000	40,000 share(s)

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

SELLER	SECURITY	AMOUNT	—	—	—
Greywinds Investments Limited	GRAFTON GROUP LIMITED - CLASS A NON-VOTING SHARES	1,000,000	shares		
Milton Harris Investments Limited	HARRIS STEEL GROUP INC. - CLASS A NON-VOTING SHARES	300,000	"		
Faraday Resources Inc.	HYDRA EXPLORATIONS LIMITED - COMMON SHARES	250,000	"		
Brondyke, R. H.	JEDBURGH RESOURCES LIMITED - COMMON SHARES	100,000	"		
New Venture Equities Ltd.	MIKES SUBMARINES INC. - COMMON SHARES	11,900	"		
Devanney Investments Limited	NOMA INDUSTRIES LIMITED - CLASS A NON-VOTING AND/OR CLASS B VOTING SHARES	300,000	"		
Rogers, Edward S.	ROGERS CABLESYSTEMS INC. - CLASS A AND/OR CLASS B SHARES	1,500,000	"		

CHAPTER 9

TAKE-OVER BIDS, ISSUER BIDS

9.1 TAKE-OVER BIDS, ISSUER BIDS

TAKE-OVER BIDS, ISSUER BIDS

ORBIT OIL AND GAS LTD. #
(OFFEROR)

ORBIT 82-83 ENERGY PROGRAM
(OFFEREE)

VARIATION OF OFFER

BEARCAT EXPLORATIONS LTD.
(OFFEROR)

LANDBANK RESOURCES 79-80 PROGRAM
(OFFEREE)

BEARCAT EXPLORATIONS LTD.
(OFFEROR)

LANDBANK RESOURCES 1980 PROGRAM
(OFFEREE)

INTERLAKE DEVELOPMENT CORP.
(OFFEROR)

CORE ENERGY CORP.
(OFFEREE)

NOTICE OF INTENTION

GANE ENERGY CORPORATION LTD.

Share Exchange

CHAPTER 10
CONTINUOUS DISCLOSURE FILINGS

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
621271 ONTARIO LIMITED	RULING/ORDER/REASONS
621272 ONTARIO LIMITED	RULING/ORDER/REASONS
621273 ONTARIO LIMITED	RULING/ORDER/REASONS
ABITIBI RESOURCES LTD.	IFS 6 MN MR 31 85
ACKLANDS LTD.	PRIVATE PLACEMENTS
ACKLANDS LTD.	PRIVATE PLACEMENTS
ACTIFUND LTD.	RULING/ORDER/REASONS
ACTIFUND LTD.	PRELIM. PROSPECTUS
AGF JAPAN FUND LIMITED	ANNUAL REPORT
AGF JAPAN FUND LIMITED	SHRHLDRS. MTNG. MAT.
AGF JAPAN FUND LIMITED	REINVESTMENT OF DIVI
AGF OPTION EQUITY FUND	PROSPECTUS
AGF PREFERRED INCOME FUND	PROSPECTUS
AGF SPECIAL FUND LTD.	ANNUAL REPORT
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MAPLE LEAF GARDENS, LIMITED	IFS 9 MN FE 28 85
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MARSHALL DRUMMOND MCCALL INC.	PRESS RELEASE
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WAYFAIR EXPLORATIONS LIMITED	TRANSFER AGENT CHANG
WELDWOOD OF CANADA LIMITED	IFS 3 MN MR 31 85
WESTCOAST TRANSMISSION COMPANY LIMITED	PRESS RELEASE
WESTCOAST TRANSMISSION COMPANY LIMITED	PRESS RELEASE
WESTLEY MINES LIMITED	PRESS RELEASE
WESTMOUNT RESOURCES LTD.	PRESS RELEASE
WESTMOUNT RESOURCES LTD.	T.S.E. MATERIAL
WHIM CREEK CONSOLIDATED N.L.	ANNUAL REPORT
WHIM CREEK CONSOLIDATED N.L.	IFS 3 MN MR 31 85
WIC WESTERN INTERNATIONAL COMMUNICATIONS	PRESS RELEASE
WIC WESTERN INTERNATIONAL COMMUNICATIONS	PRESS RELEASE
WIC WESTERN INTERNATIONAL COMMUNICATIONS	PRESS RELEASE
WIC WESTERN INTERNATIONAL COMMUNICATIONS	FORM 27-MAT. CHANGE
WINE CANADA LIMITED	PRIVATE PLACEMENTS
WOODWARD ACCEPTANCE COMPANY LIMITED	SIGNED FINANCIAL STA
WOODWARD'S LIMITED	CERTIF. OF MAILING
WORLDWIDE ENERGY CORPORATION	10Q 3 MN MR 31 85
WORLDWIDE EQUITIES LIMITED	IFS 6 MN MR 31 85
WRIGHT-HARGREAVES MINES LIMITED	CERTIF. OF MAILING
XEROX CANADA INC.	PRESS RELEASE
XEROX CANADA INC.	PRESS RELEASE
YELLOWKNIFE BEAR RESOURCES INC.	T.S.E. MATERIAL
YELLOWKNIFE BEAR RESOURCES INC.	TAKEOVER/FORM 35
YELLOWKNIFE BEAR RESOURCES INC.	T.S.E. MATERIAL
YVANEX DEVELOPMENTS LIMITED	MERGER-AMALGAMATION
YVANEX DEVELOPMENTS LIMITED	SHRHLDRS. MTNG. MAT.

Xerographic and microfiche copies of these documents are available from:
Micromedia Ltd, 144 Front Street West, Toronto, Ontario M5J 2L7 (416) 593-5211

Public Documents Filed with the Ontario Securities Commission

<u>ISSUER</u>	<u>TITLE</u>
ZAHAVY MINES LIMITED	PRESS RELEASE
ZEPHYR 80-81 ENERGY PROGRAM	SHRHLDRS. MTNG. MAT.

Xerographic and microfiche copies of these documents are available from:
Micromedia Ltd, 144 Front Street West, Toronto, Ontario M5J 2L7 (416) 593-5211

Xerographic and microfiche copies of these documents are available from:
Micromedia Ltd, 144 Front Street West, Toronto, Ontario M5J 2L7 (416) 593-5211

CHAPTER 11
NEW ISSUE AND SECONDARY FINANCING

11.1 PRELIMINARY PROSPECTUSES RECEIVED

11.1.1 DYNAMIC DIVIDEND FUND

May 15, 1985

Dynamic Dividend Fund

National Issue - Ontario

Offering mutual fund units at the net asset value per unit.

Distributor: Dynamic Funds Management Ltd.

11.1.2 HAMMERSON CANADA INC.

May 17, 1985

Hammerson Canada Inc.

National Issue - Ontario

Offering 3,000,000 shares of 9.00% cumulative redeemable retractable preferred shares, Series B at a price of \$25.00 per share.

Underwriters: Wood Gundy Inc.
Walwyn Stodgell Cochran Murray Limited

11.1.3 MONTHLY PAYMENT PORTFOLIO - SERIES 2

Monthly Payment Portfolio - Series 2

National Issue - Ontario

Offering * monthly payment trust units at a price of \$ * per unit, with a minimum purchase of 2 units.

Agents: Nesbitt Thomson Bongard Inc.
Pemberton Houston Willoughby Incorporated

11.2 PRELIMINARY SHORT FORM PROSPECTUS RECEIVED

11.2.1 ABITIBI-PRICE INC.

Abitibi-Price Inc.

National Issue - Ontario

Offering \$ *, * common shares at a price of \$ * per share.

Underwriters: Wood Gundy Inc.
McLeod Young Weir Limited
Bell Gouinlock Limited

11.3 FINAL RECEIPTS ISSUED

11.3.1 SAVINGS AND INVESTMENT TRUST "H" FUND

Savings and Investment Trust "H" Fund

A final receipt was issued May 16, 1985 for a prospectus dated April 30, 1985 qualifying mutual fund units at net asset value.

Distributor: Savings and Investment Trust

11.3.2 TRANSALTA RESOURCES CORPORATION

TransAlta Resources Corporation

Final receipt issued May 17, 1985 for a prospectus dated May 16, 1985 offering 1,600,000 \$2.00 First Preferred Shares, Series B at \$25.00 per share to net the Company \$39,680,000 after commissions.

Underwriter: Merrill Lynch Canada Inc.

11.3.3 BARRTOR CANADIAN FUND

Barrtor Canadian Fund

Final receipt issued May 21, 1985 for a prospectus dated May 16, 1985 qualifying mutual fund shares at net asset value.

Distributor: Cassels Blaikie & Co. Limited

11.3.4 HARTE RESOURCES LTD.

Harte Resources Ltd.

Final receipt issued May 15, 1985 for a prospectus dated May 15, 1985 offering 450,000 common shares at a price of 80c per share to provide net proceeds to the Corporation of \$180,000 before deducting expenses of the issue.

There will also be a secondary offering of 225,000 common shares in a price range of \$.80 to \$1.40, none of the proceeds of which will accrue to the benefit of the Corporation.

Promoter: Milton Klyman

Underwriter: J. Appleby Securities Limited

11.3.5 AGF JAPAN FUND LIMITED

AGF Japan Fund Limited

Final receipt issued May 15, 1985, for a prospectus dated April 30, 1985, offering mutual fund shares at net asset value plus a sales commission.

11.4 FINAL RECEIPTS ISSUED - SHORT FORM PROSPECTUS

11.4.1 TRANSCANADA PIPELINES LIMITED

TransCanada PipeLines Limited

Final receipt issued May 15, 1985 for a short form prospectus dated May 15, 1985 offering \$75,000,000 of 11.40% debentures, series J at a price of \$100 plus accrued interest if any to yield 11.40%. Net proceeds to the Company after underwriting commissions but before deducting expenses of the issue will be \$74,250,000.

Underwriters: Nesbitt Thomson Bongard Inc.
Dominion Securities Pitfield Limited
McLeod Young Weir Limited
Wood Gundy Inc.

11.5 ANNUAL INFORMATION FORMS RECEIVED

11.5.1 CANADA CUMULATIVE FUND ET AL

May 9, 1985

Canada Cumulative Fund
Bolton, Tremblay Income Fund
Bolton, Tremblay International Fund
Bolton, Tremblay Money Fund

Annual information forms, dated April 28, 1985, filed concurrently with the Simplified Prospectuses, have been accepted by the Commission.

Final receipt issued May 9, 1985 for Simplified Prospectuses dated April 28, 1985 qualifying mutual fund units at net asset value plus a sales distribution premium.

Distributor: Bolton, Tremblay Funds Inc. and
registered agents, dealers and brokers.

11.5.2 NOVA, AN ALBERTA CORPORATION

May 15, 1985

Nova, An Alberta Corporation

An annual information form dated May 9, 1985 has been filed by Nova, An Alberta Corporation. This is a refiling.

11.5.3 GUARDIAN CANADIAN FUND

May 16, 1985

Guardian Canadian Fund

An annual information form dated April 30, 1985 filed concurrently with the Simplified Prospectus has been accepted by the Commission.

Final receipt issued May 16, 1985 for a Simplified Prospectus dated April 30, 1985 qualifying mutual fund units at net asset value.

Distributor: Guardian Capital Investment Counsel Limited

11.5.4 GUARDIAN ENTERPRISE FUND

Guardian Enterprise Fund

An annual information form dated April 30, 1985 filed concurrently with the Simplified Prospectus has been accepted by the Commission.

Final receipt issued May 16, 1985 for a Simplified Prospectus dated April 30, 1985 qualifying mutual fund units at net asset value.

Distributor: Guardian Capital Investment Counsel Limited

11.5.5 GUARDIAN SHORT TERM MONEY FUND

Guardian Short Term Money Fund

An annual information form dated April 30, 1985 filed concurrently with the Simplified Prospectus has been accepted by the Commission.

Final receipt issued May 16, 1985 for a Simplified Prospectus dated April 30, 1985 qualifying mutual fund units at net asset value.

Distributor: Guardian Capital Investment Counsel Limited

11.5.6 THE ALGOMA STEEL CORPORATION, LIMITED

The Algoma Steel Corporation, Limited

An annual information form dated May 15, 1985 has been filed by The Algoma Steel Corporation, Limited. This is a refiling.

11.5.7 THE CADILLAC FAIRVIEW CORPORATION LIMITED

May 17, 1985

The Cadillac Fairview Corporation Limited

A first annual information form dated February 26, 1985 has been accepted by the Commission.

11.5.8 THE HUME GROWTH & INCOME FUND ET AL

The Hume Growth & Income Fund
The Hume RRSP Growth & Income Fund

An annual information form dated May 16, 1985 filed concurrently with the Simplified Prospectus has been accepted by the Commission.

A final receipt was issued May 17, 1985 for a Simplified Prospectus dated May 16, 1985 qualifying for distribution units of the Funds at net asset value.

Distributor: Hume Fund Management Inc.
and registered dealers and brokers

11.5.9 GEORGE WESTON LIMITED

George Weston Limited

An annual information form dated May 6, 1985 has been filed by George Weston Limited. This is a refiling.

11.5.10 VERSATILE CORPORATION

Versatile Corporation

An annual information form dated May 15, 1985 has been filed by Versatile Corporation. This is a refiling.

11.5.11 DU PONT CANADA INC.

Du Pont Canada Inc.

An annual information form dated May 3, 1985 has been filed by Du Pont Canada Inc. This is a refiling.

11.5.12 NUMAC OIL & GAS LTD.

Numac Oil & Gas Ltd.

An annual information form dated April 30, 1985 has been filed by Numac Oil & Gas Ltd. This is a refiling.

11.5.13 INTER-CITY GAS CORPORATION

May 21, 1985

Inter-City Gas Corporation

An annual information form dated May 14, 1985 has been filed by Inter-City Gas Corporation. This is a refiling.

11.5.14 GUARDIAN NORTH AMERICAN FUND

Guardian North American Fund

An annual information form dated April 30, 1985 filed concurrently with the Simplified Prospectus has been accepted by the Commission.

Final receipt issued May 21, 1985 for a Simplified Prospectus dated April 30, 1985 qualifying mutual fund units at net asset value.

Distributor: Guardian Capital Investment Counsel Limited

11.5.15 GUARDIAN WORLD EQUITY FUND

Guardian World Equity Fund

An annual information form dated April 30, 1985 filed concurrently with the Simplified Prospectus has been accepted by the Commission.

Final receipt issued May 21, 1985 for a Simplified Prospectus dated April 30, 1985 qualifying mutual fund units at net asset value.

Distributor: Guardian Capital Investment Counsel Limited

CHAPTER 12
REGISTRATIONS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 25
OTHER INFORMATION

25.1 RELEASES FROM ESCROW

25.1.1 AUBET RESOURCES INC.

May 17, 1985

Aubet Resources Inc.

The Commission hereby consents to the pro rata release of 172,616 escrowed shares of Aubet Resources Inc.

25.1.2 GOLDEN RANGE RESOURCES INC.

May 21, 1985

Golden Range Resources Inc.

The Commission consents to the release from escrow of 157,600 common shares, representing 10% of the 1,576,001 issued common shares of the company not now subject to escrow, subject to the approval by The Toronto Stock Exchange of a schedule setting out, for each escrowed shareholder, the number of escrowed shares to be released and the escrow position of such shareholder after the release is effective.

25.2 COMPANIES BRANCH/REASONS AND DECISIONS

25.2.1 FAIRWAY INSURANCE BROKERS INC.

The following is an insert with respect to a decision made by the Companies Branch, Ministry of Consumer and Commercial Relations, in the matter of FAIRWAY INSURANCE BROKERS INC., issued on May 10, 1985.



Ministry of
Consumer and
Commercial
Relations

Ministère de la
Consommation
et du
Commerce

Companies Direction des
Branch compagnies

Page 25-126

555 Yonge Street
Toronto, Ontario
M7A 2H6
416/963-0373

IN THE MATTER OF THE
BUSINESS CORPORATIONS ACT, 1982

S.O. 1982, Chapter 4

AND

IN THE MATTER OF
FAIRWAY INSURANCE BROKERS INC.

REASONS AND DECISION

APPEARANCES:

H.G.H. Rawding on behalf of FAIRWAY INSURANCE BROKERS
INC., (hereinafter sometimes referred to as the "Proponent")

Eddy J. Battiston on behalf of FAIRVIEW INSURANCE
BROKERS INC., (hereinafter sometimes referred to as the
"Objector")

On February 26, 1985 a hearing was held before me pursuant to subsection 12(1) of the Business Corporations Act, 1982 (the "Act"), at the objection of Fairview Insurance Brokers Inc. The purpose of the hearing was to decide whether or not a certificate of amendment to the articles of incorporation of Fairway Insurance Brokers Inc. should be issued, changing the name of the corporation to some dissimilar name.

The Objector was incorporated on September 10, 1982 under the provisions of the Business Corporations Act, R.S.O. 1980, c.54.

The objects for which the corporation is incorporated are:

To carry on in all its branches the business of insurance
brokers for any corporation, association, group, club,

syndicate, or individual engaged directly or indirectly in the business of insurance in all or any of its classifications or in any guarantee, indemnity, bonding or like business.

(Exhibit No. 3)

The Proponent was incorporated on July 24, 1984, under the provisions of the Business Corporations Act, 1982. By articles of amendment dated November 19, 1984, the following restrictions on business that the corporation may carry on or powers that the corporation may exercise were imposed:

To only carry on in all its branches the business of insurance brokers for any corporation, association, group, club, syndicate or individual, including engaging directly or indirectly in the business of insurance in all or any of its classifications or in any guaranty, indemnity, bonding or like insurance, and to act as agents for life insurance.

(Exhibit No. 4)

Both corporations are located in the city of Mississauga and both operate as independent insurance brokerages.

Mr. Fred De Francesco testified on behalf of the Objector. He is one of the incorporators, a first director, a shareholder, and he currently holds the office of President. Prior to incorporating the Objector, Mr. De Francesco was employed at the executive level in the branches of two insurance companies for a period of twelve years, and during the course of his employment acquired considerable experience in dealing with insurance brokerage businesses. He is a registered insurance broker and a member of the Registered Insurance Brokers of Ontario (RIBO).

The business premises of the Objector are located in a mixed industrial and retail mall at 1035 Queensway Street East in Mississauga, one block west of Dixie Road. The majority of the Objector's clients are located in Mississauga, however, the geographical area of business extends to

Hamilton, Pickering and Huntsville. Mr. De Francesco testified that he resides in an area of Mississauga commonly known as "Fairview" purportedly due to a street in the area with that name, and that this fact was the primary inspiration for his choosing the word "Fairview" to be included in the Objector's name.

Mr. De Francesco testified that the Objector engages in the soliciting of and negotiating for all types of insurance including automobile, home owners, commercial and life insurance. The Objector deals with approximately six insurance companies, and according to Mr. De Francesco, it is not a common practice in the industry to change insurance companies too frequently. There are different billing methods employed in the industry, and it is the practice of the Objector to bill its clients directly by means of an annual mailing giving notice of premiums due.

The majority of the Objector's clients are acquired on the basis of a personal referral from others who have dealt with or are familiar with the Objector. A substantial amount of business is conducted over the telephone, while a lesser amount is conducted at the office or at a broker's home.

The Objector advertises its services in the local newspaper, through the distribution of flyers and by direct mailings to an ascertained prospective clientele. In addition, the Objector has listings in the yellow and white pages of the Mississauga and Etobicoke telephone books.

Exhibit No. 11 is an extract from the yellow pages of the Mississauga telephone directory, and shows at pp. 469 - 70 the respective advertisements of the Objector and Proponent.

In cross-examination, Mr. De Francesco stated that the Objector's commercial business, which amounts to approximately 30% of the total volume, is obtained equally by referral and by "cold call" visits to prospective customers. With the latter approach, the broker would leave his business card behind for future reference.

I will now turn to the evidence relating to the existence of the Proponent in the business life of the Objector. Mr. De Francesco testified that from commencing business until approximately October 1984, there had been no evidence of any confusion as to the identity of the Objector. In October of 1984, the Objector began receiving the occasional telephone call from persons alleging that they had received an insurance quotation from the Objector, however, there was no record of the caller's name. On one occasion the caller quoted the Safeco Insurance Company, which is not an insurance company with which the Objector deals. On another occasion, a field representative attending at the Objector's office told Mr. De Francesco that it was rumoured that the Objector's business had been sold. In his efforts to discover the source of the rumour, Mr. De Francesco learned of a new insurance brokerage that had commenced business in the vicinity, under the name "Fairway".

In Mr. De Francesco's opinion, the news of "Fairway" perhaps explained the puzzle of the misdirected telephone calls, and he immediately apprised a lawyer and RIBO of his concerns. Exhibit No. 22 is a copy of a letter dated November 8, 1984 from Mr. De Francesco to Mr. J. Bear, in-house counsel for RIBO, requesting his assistance and advice. Exhibit No. 10 is a copy of a letter dated November 19, 1984 from the Objector's lawyer to the Proponent, advising of the name objection and the intention to pursue the matter to a hearing. Mr. De Francesco also testified that he was concerned about the Objector's relationship with its insurers, and he thereupon informed each of them of the Proponent's existence and the confusion that was occurring.

Mr. De Francesco caused a schedule to be prepared of all communications, including telephone calls and correspondence, received by the Objector from persons who were trying to reach the Proponent, or who were confused as to whom they wished to reach. This record was introduced as Exhibit No. 5 and it sets out 18 instances of confusion occurring between November 21, 1984 and February 25, 1985, the day before this hearing. Of the 18 recorded instances I find, based on the evidence, that 14 instances were verified as involving confusion between the parties. With respect to the remaining

documented instances, namely two calls from the Royal Bank, the inquiry from an Ontario Provincial Police Officer and the call from Evans Mercury, while it is clear that the Objector was the wrong party, it was not proved that the Proponent was the desired party.

Certain documentary evidence was entered in support of Mr. De Francesco's testimony regarding the events set out in the schedule.

Exhibit No. 6 is a letter intended for the Objector, from a lawyer requesting confirmation of his clients' insurance coverage. The letter is addressed to "Fairway Insurance", but bears the address of the Objector and is to the attention of Mr. S. Camera, a director of the Objector.

Exhibit No. 7 is a letter intended for the Proponent, from a sales representative of The Boiler Inspection and Insurance Company of Canada providing an insurance quotation for a Duny Machine Ltd. The letter is addressed to the Objector, but to the attention of Mr. Mike Doherty (sic.), who is the sole director of the Proponent.

Exhibit No. 8 is a card from a Mississauga florist that accompanied flowers intended for Mr. De Francesco and his family. The flowers were addressed to Mr. De Francesco's family at the Objector's address, but were marked "c/o Fairway Insurance".

Exhibit No. 9 is a letter received by the Objector from the Scotiabank requesting confirmation of insurance coverage of Harbour View Towers by the Boiler Insurance Company. The envelope bears the name "Fairway Insurance Brokers" while the addressee on the letter itself is "Fairview Insurance Brokers". The letter was intended for the Proponent.

In addition to the foregoing evidence of confusion in correspondence, Mr. De Francesco testified as to 11 telephone calls taken either by himself or his receptionist that were not intended for the Objector. The source of the calls included The Royal Bank, a government automobile licensing department, the Ontario Provincial Police and members of the general

public. In some cases, the caller sought confirmation of insurance coverage allegedly arranged by the Objector, however, the Objector had no record of the insured and in some cases, the specified insurer was not one of the Objector's contract insurance companies.

In respect of mailings to the Objector from its own insurance companies, Mr. De Francesco testified in cross-examination that a courier service is used, and that no confusion had occurred with the courier after the existence of the Proponent was brought to the courier's attention. In re-examination, Mr. De Francesco testified that up to November 1984, the Objector was receiving approximately one letter per week intended for the Proponent, and delivered by the courier service.

When asked for an explanation as to a possible reason for the confusion, Mr. De Francesco testified that in his opinion the names of the Objector and Proponent are difficult to distinguish if said or viewed quickly. He stated that most persons are unaware of the identity of their insurer and will often identify their insurer by naming their insurance broker. In addition, he testified that a substantial number of the Objector's clients are of Italian origin, many of whom have limited facility with the English language. He stated that his father, an Italian immigrant, was confused upon reading the yellow page telephone listings of the Objector and Proponent, and was unable to distinguish the corporate names (Exhibit No. 11).

Mr. Sal Della Camera testified next for the Objector. He too, is an incorporator, first director and shareholder.

Mr. Della Camera gave evidence with respect to three telephone calls personally received by him, and included among the eighteen instances set out in Exhibit No. 5. Of those three calls, I find that the call from Evans Mercury was not established as involving confusion between the Objector and Proponent. While the call from one Greg Smith clearly involved confusion between the parties, it was not clear on the evidence as to what transpired and I make no finding as to the source of the confusion.

Mr. Michael Dougherty testified for the Proponent. He is the founder of the Proponent and its sole director and shareholder.

Mr. Dougherty testified that he has been in the insurance business for twenty years; eleven years as a broker. In October 1975, he and his Italian partner incorporated an insurance brokerage with offices in Burlington and Hamilton, under the name "Mainway Insurance Brokers Limited". This business had a large Italian clientele. Mr. Dougherty separated from his partner in the summer of 1984 and he then caused the Proponent to be incorporated. He testified that he brought a number of Mainway's commercial clients from Hamilton, Burlington, Oakville and Mississauga to the Proponent. He stated that he did not retain any of his former Italian clientele.

Mr. Dougherty testified that his first choice for a corporate name was "Fairview", but that RIBO had advised him that the name was already being used. His second choice was "Fairway" which he chose essentially out of the air. In cross-examination he testified that he had not reviewed the names search report obtained prior to incorporation (Exhibit No. 4). I note that the Objector's name appears on the report and has been marked with an "x".

The Proponent's office is located approximately 1.5 miles north of the Objector, in the High Point Mall at 3415 Dixie Road in Mississauga. Mr. Dougherty testified that he chose the Dixie Road location because of its accessibility to major highways serving Toronto, Hamilton, Burlington and Brampton.

In October 1984, the Proponent purchased the Safeco accounts and client files of Heart Lake Insurance Brokers Ltd., consisting of clients in the Erin Mills and Brampton areas. Exhibit No. 12 is a copy of a letter that the Proponent sent to all clients of Heart Lake informing them of the sale. This letter is on the Proponent's letterhead and contains its full corporate name, with prominence given to the words "Fairway Insurance", its address and telephone number. Exhibit No. 16 is Mr. Dougherty's business card which is stylized in the same fashion as the letterhead.

The Proponent is engaged in the business of general insurance, excluding life. The total volume of business is approximately \$700,000 with the commercial business representing about 30% of the total. Mr. Dougherty testified that the insurance companies with which the Proponent deals are all different from the Objector's insurers. All of the Proponent's automobile and home owners policies are placed with the Safeco Insurance Company, and mailings to the Proponent from Safeco come via a courier service.

The present clientele of the Proponent are located in Erin Mills, Brampton, Hamilton, Burlington and Mississauga. With respect to plans for expansion, Mr. Dougherty testified that the Proponent had recently purchased an agency in Milton with Milton clientele. The Proponent is currently negotiating the purchase of a substantial insurance portfolio in Fort Erie which would involve clientele in Fort Erie, Welland, St. Catharines and Niagara Falls.

Mr. Dougherty testified that since incorporation, the Proponent has not attempted to solicit any new business in the Mississauga area. He stated that there are plans for the next six months to hire "sales producers" to develop new business in the commercial and personal line areas. This approach would entail door-to-door solicitation by agents who would leave a business card and brochure with a prospective customer. The Proponent also relies extensively on referrals, for new business.

Mr. Dougherty testified that the Proponent had received two telephone calls intended for the Objector, both in November 1984. The Proponent has never received mail intended for the Objector, though it has received mail intended for other tenants of the High Point Mall. Clients of the Objector have never attended at the Proponent's office in error. In cross-examination Mr. Dougherty stated that if someone seeking a quotation from the Objector, mistakenly came to the Proponent, he would provide a quotation because RIBO guidelines require him to do so.

Mr. Dougherty stated that the Proponent employs a different billing procedure than the Objector in that the Proponent's clients are billed

directly by the insurer as opposed to by the broker. The client's bill and insurance policy are forwarded by the insurer together with a return envelope for payment. Exhibit No. 13 is a copy of a Safeco policy. The Proponent's name, address and telephone number are set out in the top right hand corner. In connection with the vast majority of bulk mailings to clients or prospective clients, the Proponent uses pre-paid mail that is directed through a special postal code.

In respect of the incidents of confusion tendered in evidence by the Objector, Mr. Dougherty stated that most of the persons involved were his clients and that several of the instances involved the Safeco Insurance Company. He observed that the public generally contacts a broker upon referring to a business card, their insurance policy or upon referral from others. The name of the brokerage is used in a referral more often than the name of the insurer. He stated further that the Proponent was not listed in the Mississauga telephone book until the end of February 1985 and that he expected the confusion to now subside.

Ms. Jean Preston also testified for the Proponent, but as her evidence added nothing to that of Mr. Dougherty, I do not propose to deal with it.

I will now turn to the law. This proceeding was initiated by the Objector pursuant to subsection 12(1) of the Business Corporations Act, 1982, which provides:

- 12.(1) If a corporation, through inadvertence or otherwise, has acquired a name contrary to section 9, the Director may, after giving the corporation an opportunity to be heard, issue a certificate of amendment to the articles changing the name of the corporation to a name specified in the certificate and, upon the issuance of the certificate of amendment, the articles are amended accordingly.

The provisions of section 9 of the Act that are relevant to this case are as follows:

- 9.(1) Subject to subsection (2), a corporation shall not have a name,
- (b) that is the same as or... similar to,
 - (i) the name of a known,
 - (A) body corporate,...
if the use of that name would be likely to deceive; or
 - (c) that does not meet the requirements prescribed by the regulations.

[emphasis added]

Sections 2 and 3 of Ontario Regulation 446/83 (the "Regulations"), are also relevant to the determination that must be made here. The Regulations are essentially a codification of the case law that has developed in the area of corporate name disputes, in particular, the cases Re C C Chemicals Ltd., [1967] 2 O.R. 248 (C.A.), and Canadian Motorways Ltd. et al. v. Laidlaw Motorways Ltd. (1974), 40 D.L.R. (3d) 52 (S.C.C.).

The landmark decision in the area of corporate name objections is the C C Chemicals Case, wherein Mr. Justice Kelly laid down several principles that are relevant to the matter in issue. At pp. 254-5 of that case, he found that the purpose of the stricture on the granting of corporate names similar to those of existing bodies, was to prevent in the public interest, the use of incorporation to further deception likely to arise from similarity of names. He stated that the section 12 procedure was not enacted to enlarge the remedies available to protect a person against infringement on the name or style under which he carries on business, but in the public interest, and for the protection and convenience of the public.

Citing with approval the judgement of Schatz, J. in Re Cole's Sporting Goods Ltd. and C. Cole & Co. Ltd. and Coles Book Stores Ltd., [1965] 2 O.R. 243 (H.C.J.), Mr. Justice Kelly concluded that the principles applicable in a passing-off action are not relevant.

The case of the Objector, in part, sought to prove facts relevant to a passing-off action, and on authority, such facts are not relevant to this proceeding. In particular, counsel for the Objector attempted to show an intention to deceive on the part of the Proponent's incorporator. In this regard, Porter, C.J.O. in the case Re F.P. Chapple Co. Ltd., [1960] O.R. 531 (C.A.), stated at p. 540:

It is not necessary to show an intention to deceive. The Court is entitled to consider all the surrounding circumstances. It is then for the Court to decide whether the name so nearly resembles the other name as to be likely to deceive.

This then disposes of Mr. Battiston's argument that the Proponent incorporated with the intention to deceive.

It is clear on authority that the public interest is paramount, and that the probability of deception of the public, by reason of similar names, must be established by the Objector. Specifically, the likelihood to deceive,

... must be assessed by reference to the impact of the words in the name on the persons or class of persons with whom the objector seeks to have business dealings, that is his customers or prospective customers.

(C C Chemicals, at p. 258)

The relevant factors to be considered in this determination are set out at pp. 258-9 of the C C Chemicals case, and in section 3 of the Regulations under the Act. They may be summarized as follows:

- (a) the nature of the businesses,
- (b) the persons who might ordinarily be expected to deal with each, and
- (c) the names of the businesses.

The Objector and Proponent are both engaged in the business of operating independent insurance brokerages, catering to the general insurance needs of the public. The office premises of both businesses are located in close proximity in the city of Mississauga.

The Proponent sought to establish that the businesses of the Proponent and Objector are different in many respects, including existing and prospective clientele, the geographic area in Ontario where the names are likely to be used and the manner of doing business.

I have considered the evidence with a view to determining whether the Proponent's assertion is supported, and I conclude that the "different businesses" position of the Proponent is tenuous at best. The Objector's clients are largely located in Mississauga though the business does cover a wider radius. Also, a substantial portion of the Objector's clientele are Italian. The Proponent's existing clientele are in Hamilton, Burlington, Erin Mills, Brampton and Mississauga. It is anticipated that the bulk of the Proponent's business will in the future, be in the Fort Erie area if a current acquisition is completed. The Proponent maintained that no new business had been sought in the Mississauga area since incorporation. Be that as it may, the Proponent has expressed the intention to hire agents to solicit business in the area. Furthermore, the Proponent has chosen to identify itself in the Mississauga telephone directory.

With respect to the manner in which business is conducted, the Proponent maintained that the insurance companies with which each business deals are different, as are the billing methods employed by each. Again, I am not satisfied that there might not be an overlap of insurers in the future, and indeed the existing differences have not prevented the occurrence of confusion.

I conclude, therefore, that the businesses operated by the Objector and the Proponent are similar, the persons who might ordinarily be expected to deal with each comprise a broad indiscriminate segment of the general public and that there is some overlap in the geographic area served by both businesses.

The foregoing circumstances are to be considered in light of the visual and auditory qualities of the two names (C C Chemicals, at p. 259), which are as follows:

FAIRWAY INSURANCE BROKERS INC.

FAIRVIEW INSURANCE BROKERS INC.

Placing the names side by side it is patently clear that the names are similar, and no argument was presented to the contrary.

Mr. Rawding, counsel for the Proponent, argued that little protection should be afforded the Objector on the ground that the word "Fairview" is a common word distinctive of nothing in particular, and that the remainder of the name merely contains descriptive or generic words. The case of Re Office Overload Co. Ltd. and Driver Overload Ltd. et al. (1968), 1 O.R. 92 (H.C.J.) was cited in support of this position. In that case the word "overload" was held to be merely a descriptive or generic word and as such was entitled to little protection from competing users.

Mr. Rawding also argued that the word "Fairview" is not a coined or fancy word within the meaning of the case Re Ebsco Investments Ltd. and Ebsco Subscription Services Ltd. (1975), 7 O.R. (2d) 741 (Div. Ct.). In the Ebsco case, both the Proponent and Objector shared the distinctive and unique coined word "Ebsco". Notwithstanding that the corporations were engaged in very different businesses, the Court held that the shared use of such a distinctive word rendered it probable that the public would be deceived. I agree with Mr. Rawding's submission that the word "Fairview" is not a coined or fancy word within the meaning of the Ebsco case.

Realistically, we are dealing here with the words "Fairview" and "Fairway", for the remaining words in the corporate names are identical, and neutral in effect. Any objectionable similarity in the names must be considered in terms of the probability of deception of the public by their concurrent use in the marketplace. It is to be noted that in all of the leading cases, the names in issue involved the use of a word or words, in common. Here, the situation is essentially different, for the words "Fairview" and "Fairway", while similar, are nevertheless different.

Applying the "generic or descriptive word test" as propounded in the C C Chemicals case, I conclude that the word "Fairview" is not descriptive of the business carried on by the Objector. The word is not presently in use as a generic or descriptive term in this country, rather it is the sum of parts that by themselves are ordinary English words. Used in combination, the result is a pleasant sounding, but not particularly distinctive word. Nor do I find that the word is merely descriptive of a geographic area, for although reference was made to a "Fairview" district and a "Fairview" street in Mississauga, no physical connection of the Objector's business with these locations was shown.

The fact that a word is not merely descriptive of the business of its user, does not by itself grant the user an exclusive right to its use. It merely removes the limitation upon the right to the exclusive use of an ordinary English word as expressed by the Court in the Motorways case. As Mr. Justice Goodman stated in the Ebsco case, at p. 749:

Each case will fall to be decided by the application of the principles laid down in the C C Chemicals case and the Laidlaw case to the particular circumstances of the case.

Counsel for the Proponent referred me to a decision of this Ministry, In the Matter of Oakdome Realty Ltd., dated February 19, 1982. The circumstances which obtained in that case are very similar to this situation, that is, similar businesses, clientele, geographic location and names. In that case, there was no order for a name change, primarily because no evidence of consistent deception of the public was shown by the concurrent use of the corporate names.

I will now turn to the evidence of confusion that was tendered at the hearing. Clearly this evidence is relevant to the question of "likelihood of deception" of the public, however, one must always bear in mind the words of McCruer, C.J.H.C. in Re Menzies-Gibson Ltd., [1955] O.W.N. 657, at p. 660:

In commercial life there is bound to be a certain amount of coincidence of names, but this cannot be dealt with on any trivial ground.

Twenty instances of confusion, covering a period of approximately five months, were testified to by the parties. This number includes two instances experienced by the Proponent, the rest having been tendered by the Objector. Of the total number, I find that sixteen instances were verified as involving confusion between the Objector and the Proponent.

No argument was put forth by the Proponent that the confusion had not in fact occurred, however, it was the submission of counsel for the Proponent that the events were trivial, and insufficient in the circumstances to require the Proponent to change its name.

I do not agree. I find that cogent evidence of confusion was proved, that the instances were many and frequent, and that there was "consistent deception" of the public, as that phrase was used by Mr. Justice Kelly in the C C Chemicals case (at p. 257). Furthermore, I find that the persons deceived covered a wide spectrum of the public, including those who would normally be considered to be sophisticated and knowledgeable, as well as those who might be not. The source of the deception, in my opinion, was the names themselves.

It was suggested repeatedly by the Proponent that the confusion would abate, given that the Proponent is now listed in the Mississauga telephone directory. I have considered this proposition very carefully, in light of the evidence of both parties regarding how clients are obtained. Both the Objector and Proponent disclaimed that the telephone book was a major source of business, rather they maintained that clients are obtained largely on a referral basis, or as a result of personal contact by a representative of the brokerage.

I am, therefore, not convinced that the recent telephone book listing of the Proponent will solve the problem of confusion, and indeed, having observed the parties' listings in the Mississauga directory (Exhibit No. 11), I am of the opinion that the confusion may very well escalate.

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MAY 31, 1985

VOLUME 8 #22/85

OSC BULLETIN

The Ontario Securities Commission
administers the Securities Act of Ontario
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Act of Ontario (R.S.O. 1980, c. 78).

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THE ONTARIO SECURITIES COMMISSION

OSC BULLETIN

VOLUME 8 #22/85

MAY 31, 1985

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INVESTIGATION COUNSELS (2)
Schedule 6
\$36,600 - \$50,300 per annum

Required by the Ministry of Consumer and Commercial Relations, to represent the Ontario Securities Commission in proceedings/prosecutions. You will: inspect documentary evidence; research laws; interview prospective witnesses; formulate examination/cross-examination; prepare final arguments; act as a member of an investigative team re inquiries about perceived violations of the Criminal Code, the Securities Act, the Commodity Futures Act or the Business Corporations Act; review applications, recommending acceptance/rejection; act as legal resource to commission sections.

LOCATION: Toronto

QUALIFICATIONS: membership in the Law Society of Upper Canada; knowledge of securities industry legislation; thorough knowledge of relevant provisions of the Criminal Code, the Statutory Powers Procedures Act and the Provincial Offences Act; good judgment, initiative and analytical ability; excellent communication skills; working knowledge of Toronto Stock Exchange by-laws and the operations of the securities and commodities markets an asset.

Return application by **June 7, 1985** to:

FILE #CR-123

Ministry of Consumer and
Commercial Relations
Personnel Services Branch
10 Wellesley Street East, 7th Floor
Toronto, Ontario
M7A 2J6

Attention: Mrs. Karen Billard

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CHAPTER 1

NOTICES/PRESS RELEASES

1.1 AMENDMENT AND PROPOSED AMENDMENT TO O.S.C. POLICY 5.8

AMENDMENT AND PROPOSED AMENDMENT TO O.S.C. POLICY 5.8
- FINANCIAL FORECASTS -

The Commission has approved for publication an amendment and a proposed amendment to O.S.C. Policy 5.8 - Financial Forecasts, which are published in the Policies section of this Bulletin.

Comments on the proposed amendment are invited and will be received by the Commission until Friday, July 12, 1985.

1.2 PRESS RELEASE

1.2.1 SCOTT ALLIN GEDDES

On May 21, 1985, Scott Allin Geddes appeared before Provincial Judge W.S. Gonet at the Old City Hall. Scott Allin Geddes pleaded not guilty to a charge under the Securities Act of making a statement in an application for registration under the Securities Act, that was a misrepresentation as to his past convictions for criminal offences.

Scott Allin Geddes was found guilty and fined \$100.00. Mr. Geddes application for registration has been withdrawn.

1.2.2 JAN (JOHN) HOGENKAMP

On May 17, 1985, Jan Hogenkamp appeared before District Court Judge H.J. Keenan in Brampton, Ontario.

Hogenkamp pleaded guilty to a number of fraud charges (section 338(1) Criminal Code) emanating from separate investigations by the Ontario Securities Commission, Metropolitan Toronto Police, Financial Institutions Branch of Ministry of Consumer and Commercial Relations and Peel Regional Police Force.

Hogenkamp was sentenced to a total of three years in penitentiary.

CHAPTER 2
DECISIONS, ORDERS AND RULINGS

2.1 MACMILLAN BLOEDEL LIMITED

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF MACMILLAN BLOEDEL LIMITED

ORDER
(Section 140)
(Subsection 117(2) (a) (ii))

WHEREAS by order dated the 12th day of April, 1982 (the "Original Order"), the Ontario Securities Commission (the "Commission") did rule pursuant to subsection 117(2) (a) (ii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") that the insiders of MACMILLAN BLOEDEL LIMITED (the "Issuer"), a company incorporated under the laws of British Columbia, be exempted from the reporting requirements of section 102 of the Act with respect to the acquisition of securities of the Issuer through the Employee Share Purchase Plan (the "Plan");

AND WHEREAS the Issuer has made further application (the "Application") to the Commission for an order varying the Original Order;

AND UPON reviewing the Application and the recommendation of staff of the Commission;

AND UPON being satisfied in the circumstances of this particular case there is adequate justification for granting a variation of the Original order and that to so order would not be prejudicial to the public interest;

NOW THEREFORE IT IS ORDERED pursuant to section 140 of the Act that the Original Order be and it is hereby revoked;

AND IT IS FURTHER ORDERED pursuant to subsection 117(2) (a) (ii) of the Act that the insiders of the Issuer be and hereby are exempted from the reporting requirements of section 102 of the Act with respect to:

- (i) the acquisition of securities of the Issuer through the Plan, the Stock Option Plan (the "Option Plan") or any other similar benefit plan (collectively referred to as the "Plans") where the acquisition of shares or alteration of shareholding is subject to option, or

- (ii) an alteration of shareholding in any six month period aggregating the lesser of 0.01% of the outstanding securities of the Issuer or \$4,000 in value,

provided that:

1. each insider of the Issuer files by January 31 of each year a report in a form submitted to and approved by the Commission, which form shall disclose therein any alteration of shareholding not previously reported in the holdings of that insider of securities acquired through the Plans during the twelve month period ending December 31 preceding that date; and
2. if any insider should dispose of securities acquired through the Plans prior to reporting the acquisition thereof and upon the securities so acquired exceeding in aggregate during any six month period the lesser of 0.01% of the securities outstanding of the Issuer or \$4,000 in value, then that insider shall, within the time period which would except for this order, otherwise be applicable, file a report in a form submitted to and approved by the Commission disclosing therein both acquisition and disposition of those securities.

May 22nd, 1985.

"John F. Leybourne"

2.2 MD REALTY FUND

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF MD REALTY FUND

ORDER
(Subsection 61(5))

UPON the application of MD Realty Fund (the "Applicant") to the Ontario Securities Commission (the "Commission") for an Order pursuant to subsection 61(5) of the Securities Act, R. S. O. 1980, chapter 466, as amended (the "Act");

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it being represented to the Commission that:

1. the Applicant is a mutual fund which invests primarily in real estate;
2. on April 30, 1984, the Director issued a receipt for a final prospectus (the "Prospectus") dated April 27, 1984 pursuant to which the Applicant is offering Class A and Class B Trust Units in the fund;
3. the lapse date of the prospectus was April 27, 1985;
4. in accordance with clause 61(2)(a) of the Act, the Applicant has filed a pro forma prospectus dated March 18, 1985;
5. the Applicant has not filed a final prospectus in accordance with clause 61(2) of the Act;
6. the Applicant seeks to extend the times provided in clauses 61(2)(b) and (c) of the Act in order that it may continue distributing the Units under the prospectus until June 27, 1985;

AND UPON being of the opinion that to make this Order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to subsection 61(5) of the Act that the times provided in clauses 61(2)(b) and (c) of the Act for the filing of a renewal prospectus by the Applicant and the issue of a receipt therefor is hereby extended to the times which they would be if the lapse date of the Prospectus were June 17, 1985.

May 17, 1985.

"Charles Salter"

"A. T. Holland"

2.3 SPOONER MINES AND OILS LIMITED

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF SPOONER MINES AND OILS LIMITED

ORDER

(Subsection 79(b)(iii))

UPON the application of SPOONER MINES AND OILS LIMITED (the "Issuer"), a company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection 79(b)(iii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") exempting the Issuer from the time requirements contained in section 76 and 78 of the Act with respect to the interim financial statements for the nine month period ended March 31, 1985;

AND UPON being satisfied that to do so would not be prejudicial to the public interest and that there is adequate justification for so doing;

IT IS ORDERED pursuant to subsection 79(b)(iii) of the Act that the Issuer be and hereby is exempted from the time requirements contained in section 76 and 78 of the Act with respect to the interim financial statements for the nine month period ended March 31, 1985 provided that the Issuer files pursuant to section 76 and sends pursuant to section 78 interim financial statements for the nine month period ended March 31, 1985 on or before June 30, 1985.

May 17th, 1985.

"A.T. Holland"

"Charles Salter"

2.4 NBU MINES LTD.

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF NBU MINES LTD.

ORDER
(Subsection 79(b)(iii))

UPON the application of NBU MINES LTD. (the "Issuer"), a company incorporated under the laws of New Brunswick, to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection 79(b)(iii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") exempting the issuer from the time requirements contained in sections 77, 76 and 78 of the Act with respect to the annual financial statements for the year ended December 31, 1984 and the interim financial statements for the three month period ended March 31, 1985;

AND UPON being satisfied that to do so would not be prejudicial to the public interest and that there is adequate justification for so doing;

IT IS ORDERED pursuant to subsection 79(b)(iii) of the Act that the Issuer be and hereby is exempted from the time requirements contained in sections 77, 76 and 78 of the Act with respect to the annual financial statements for the year ended December 31, 1984 and interim financial statements for the three month period ended March 31, 1985 provided that the Issuer files pursuant to sections 77 and 76, and sends pursuant to section 78, the annual financial statements for the year ended December 31, 1984 and the interim financial statements for the three month period ended March 31, 1985 on or before June 20, 1985.

May 17th, 1985.

"A.T. Holland"

"Charles Salter"

2.5 TEX-SOL EXPLORATIONS LIMITED

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF TEX-SOL EXPLORATIONS LIMITED

ORDER
(Subsection 79(b)(iii))

UPON the application of TEX-SOL EXPLORATIONS LIMITED (the "Issuer"), a company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to subsection 79(b)(iii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") exempting the issuer from the time requirements contained in sections 77, 76 and 78 of the Act with respect to the annual financial statements for the year ended December 31, 1984 and the interim financial statements for the three month period ended March 31, 1985;

AND UPON being satisfied that to do so would not be prejudicial to the public interest and that there is adequate justification for so doing;

IT IS ORDERED pursuant to subsection 79(b)(iii) of the Act that the Issuer be and hereby is exempted from the time requirements contained in sections 77, 76 and 78 of the Act with respect to the annual financial statements for the year ended December 31, 1984 and interim financial statements for the three month period ended March 31, 1985 provided that the Issuer files pursuant to sections 77 and 76, and sends pursuant to section 78, the annual financial statements for the year ended December 31, 1984 and the interim financial statements for the three month period ended March 31, 1985 on or before June 20, 1985.

May 17th, 1985.

"A.T. Holland"

"Charles Salter"

2.6 FLANAGAN MCADAM RESOURCES INC.

Headnote

S. 73 - Exemption from prospectus and registration requirements of sections 24 and 52 of the Act for distribution of common shares of amalgamated corporation to individual who negotiated the amalgamation - First trade subject to subsection 71(5) of the Act.

IN THE MATTER OF THE SECURITIES ACT,
R. S. O. 1980, CHAPTER 466, AS AMENDED

AND

IN THE MATTER OF FLANAGAN McADAM RESOURCES INC.

RULING
(Section 73)

UPON the application of Flanagan McAdam Resources Inc. ("Flanagan") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R. S. O. 1980, Chapter 466 (the "Act"), as amended, that the issuance of 50,000 common shares of Flanagan to Kenneth L. McLay are not subject to sections 24 or 52 of the Act;

AND UPON reading the application and recommendation of the staff of the Commission;

AND UPON Flanagan having represented to the Commission that:

- (a) Flanagan was incorporated pursuant to the laws of the Province of Ontario;
- (b) Flanagan is a reporting issuer under the Act and is not on the list of defaulting reporting issuers maintained by the Commission;
- (c) Flanagan amalgamated with Magnacon Mines & Oils Limited ("Magnacon") by agreement dated December 15, 1984, effective February 28, 1985;
- (d) Kenneth L. McLay ("McLay") is the individual who introduced Flanagan and Magnacon, and who assisted in the negotiations leading up to the amalgamation; and
- (e) Flanagan and Magnacon have agreed to issue to McLay 50,000 common shares of Flanagan following the amalgamation;

AND UPON the Commission being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to subsection 73(1) of the Act that the issuance of 50,000 common shares to McLay is not subject to sections 24 or 52 of the Act;

AND IT IS FURTHER RULED that the first trade in each of the common shares of Flanagan acquired in reliance upon this ruling shall be made in accordance with the provisions of subsection 71(5) of the Act and section 18a of the Regulation as if such shares had been acquired pursuant to an exemption referred to in subsection 71(5) of the Act.

May 16, 1985

"Charles Salter"

"A. T. Holland"

2.7 SILKNIT LIMITED

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF SILKNIT LIMITED

ORDER
(Sections 123, 140)

UPON the application of SILKNIT LIMITED ("SILKNIT") for an Order varying an outstanding Order under section 123 of the Securities Act, R.S.O. 1980, c.466 (the "Act") to permit the acquisition of the remaining outstanding shares of SILKNIT by 607279 Ontario Limited ("607279");

AND UPON being advised that:

1. 607279 has acquired over 50% of SILKNIT's outstanding shares pursuant to a variation Order granted on December 21, 1984;
2. 607279 intends to make an equivalent offer to all SILKNIT shareholders to acquire the remaining shares of SILKNIT, partly in order to take advantage of certain income tax provisions; and
3. the intended offer by 607279 will be in full compliance with the provisions of Part XIX of the Act and Policy 9.1;

IT IS ORDERED pursuant to the provisions of sections 123 and 140 of the Act that the outstanding Order be and the same is hereby varied to permit:

- a) the tender of SILKNIT shares pursuant to the intended offer and the acquisition thereof by 607279; and
- b) the acquisition of SILKNIT shares by 607279 pursuant to section 199(2) of the Canada Business Corporations Act in the event such acquisition is permitted by that statute.

May 16th, 1985.

"Charles Salter"

"A.T. Holland"

2.8 GULF CANADA LIMITED



Ontario
Securities
Commission

416/963-

Suite 1800, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

Telex 06217548
TDX 76

IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1980, CHAPTER 466, AS AMENDED
AND

IN THE MATTER OF GULF CANADA LIMITED

ORDER

(Clause 99(e))

UPON the application of Olympia & York Developments Limited ("Olympia & York") and Olympia & York Resources Inc. ("O&Y Resources") (collectively the "Applicant") to the Ontario Securities Commission (the "Commission") for an order pursuant to clause 99(e) of the Securities Act, R.S.O. 1980, c.466, as amended (the "Act") to exempt the Applicant from requirements of subsection 91(1) of the Act applicable to the Applicant in respect of the purchase by the Applicant of common shares of Gulf Canada Limited ("Gulf Canada"), a corporation incorporated under the Canada Business Corporations Act, in the circumstances hereinafter referred to;

AND UPON it being represented to the Commission by the Applicant that:

1. Transocean Gulf Oil Company ("Transocean") of Houston, Texas, an indirect wholly-owned subsidiary of Chevron Corporation ("Chevron") of San Francisco, California, is the owner of record of 137,020,500 common shares of Gulf Canada representing approximately 60.23% of the 227,487,030 outstanding common shares of Gulf Canada;
2. on February 7, 1985 The Honourable Sinclair Stevens, Minister responsible for the administration of the Foreign Investment Review Act (Canada), announced the decision of the Governor in Council of Canada allowing the acquisition of control of Gulf Canada by Chevron which resulted indirectly from Chevron's acquisition in the United States of Gulf Corporation in mid-1984;
3. in connection with the approval of its acquisition of control of Gulf Canada, Chevron gave undertakings to Her Majesty in right of Canada that it would offer its shareholding in Gulf Canada for sale to

Canadian-controlled purchasers until April 30, 1985, which date has been extended by Chevron to May 31, 1985;

4. O&Y Resources is a wholly-owned subsidiary of Olympia & York, all of the common shares of which are owned by members of the Reichmann family of Toronto, Ontario who are Canadian citizens;
5. the Applicant has entered into an agreement of purchase and sale dated May 22, 1985 (the "Purchase Agreement") with Chevron and Transocean providing, on the terms and conditions therein contained, for the purchase by O&Y Resources or an affiliate thereof of 112,020,000 common shares (the "Purchased Shares") of Gulf Canada from Transocean on July 16, 1985 for an aggregate purchase price of Cdn. \$2,488,376,240 (the "Purchase Price"), being a purchase price of approximately Cdn. \$22.21 per share;
6. the Purchase Agreement provides that the aggregate purchase price of Cdn. \$2,488,376,240 is to be satisfied on July 16, 1985 by the payment of Cdn. \$1,249,188,120 and U.S. \$895,431,838, which U.S. dollar amount the parties to the Purchase Agreement have agreed is equivalent, based on forward rate of exchange quotes of Canadian chartered banks. (Cdn. \$1.3839 for U.S. \$1.00) on May 9, 1985 for the delivery of United States dollars, to an amount payable in Canadian dollars of \$1,239,188,120;
7. the Applicant has acquired an option (the "Option") from Transocean pursuant to an agreement dated May 22, 1985 (the "Option Agreement") to purchase all but not less than all of the remaining 25,000,500 common shares (the "Optioned Shares") of Gulf Canada owned by Transocean;
8. the purchase price to be paid by O&Y Resources for the Option is Cdn. \$6 per Optioned Share, being an aggregate of Cdn. \$150,003,000, which option price is non-refundable and is to be retained by Transocean without liability to the Applicant in the event that the Option is not exercised;
9. the Option is exercisable by O&Y Resources or an assignee thereof at the exercise price of approximately Cdn. \$15.04 per Optioned Share prior to December 31, 1985;

10. the "market price" (determined in accordance with section 163 of the regulations under the Act) in respect of the common shares of Gulf Canada is \$22.68 at the date of the Purchase Agreement and the date of the Option Agreement;

AND UPON being of the opinion that to do so would not be prejudicial to the public interest;

AND UPON the Applicant being of the view that subsection 91(1) is not applicable to any take-over bid that may be made by O&Y Resources in respect of the purchase of common shares of Gulf Canada under the Purchase Agreement and pursuant to the exercise of the Option in that the consideration proposed to be paid for any of such common shares to be purchased thereunder, namely,

- (i) approximately \$22.21 per share to be paid for the purchase of the Purchased Shares, and
- (ii) approximately \$21.04 (\$6 per share for the Option plus approximately \$15.04 per share as an exercise price) per share to be paid for the purchase of the Optioned Shares,

does not exceed the market price of \$22.68 as at the date of the Purchase Agreement and the Option Agreement;

AND UPON the Applicant stating that it does not propose to make any offer to purchase common shares of Gulf Canada owned by the shareholders of Gulf Canada other than Transocean;

AND WHEREAS the Applicant attorns to the jurisdiction of the Commission;

AND WHEREAS the Applicant is of the view that for the purposes of subsection 91(1):

- (i) the value of the consideration paid for the Purchased Shares should be determined as of the date of the Purchase Agreement irrespective of the value on July 16, 1985 of that portion of the Purchase Price proposed to be satisfied by the payment of U.S. \$895,431,838;
- (ii) the value of the consideration paid for the Optioned Shares should be determined to be \$21.04 per share, being the \$6 per share to be paid for

the Option plus the \$15.04 (approximate) exercise price to be paid per Optioned Share upon the exercise of the Option; and

- (iii) in light of the significant non-refundable amount to be paid for the Option, the date of the relevant agreement in respect of the purchase of the Optioned Shares should be deemed to be the date of the Option Agreement and not the date of the exercise, if any, of the Option;

AND WHEREAS THE COMMISSION is of the view that it should make determinations relating to the value of the consideration paid and the date of the relevant agreement referred to in the immediately preceding paragraph without in any way prejudicing the rights of any interested person in respect of the application of subsection 91(1) of the Act in other respects;

IT IS ORDERED pursuant to the provisions of clause 99(e) of the Act that the Applicant or an assignee of the Applicant is hereby exempted from any requirements of subsection 91(1) of the Act applicable to the Applicant or an assignee of the Applicant to the extent necessary to give effect to the determinations of the Commission that, for the purposes of subsection 91(1) of the Act,

- (i) the value of the consideration paid for the Purchased Shares shall be deemed to be \$22.21 per Purchased Share irrespective of the value on July 16, 1985 of that portion of the Purchase Price therefor proposed to be satisfied by the payment of U.S. \$895,431,838;
- (ii) the value of the consideration paid for the Optioned Shares shall be deemed to be \$21.04 per Optioned Share;
- (iii) the date of the relevant agreement in respect of the purchase of the Optioned Shares shall be deemed to be the date of the Option Agreement,

provided that

- (iv) the Applicant and any assignee of the Applicant is not exempted from any of the requirements of subsection 91(1) of the Act applicable to the Applicant or an assignee of the Applicant for any purpose other than the foregoing determinations.

DATED the 23rd day of May, 1985.

J. W. Beck

A. F. Halland

CHAPTER 3

REASONS: DECISIONS, ORDERS, RULINGS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER

IN THIS ISSUE

CHAPTER 4

CEASE TRADING ORDERS - SECTION 123

4.1 TEMPORARY CEASE TRADING ORDERS

4.1.1 CONSOLIDATED OIL & GAS, INC.

CONSOLIDATED OIL & GAS, INC.

Temporary cease trading order issued May 28, 1985, for failure to make statutory filings. Statutory hearing June 11, 1985, at 10:00 a.m.

4.1.2 GALORE GOLD RESOURCES INC.

4.1.3 KENTY RESOURCES LIMITED

4.1.4 NANECO RESOURCES LTD.

4.1.5 VID-TEL MEDIA CORPORATION

GALORE GOLD RESOURCES INC.

KENTY RESOURCES LIMITED

NANECO RESOURCES LTD.

VID-TEL MEDIA CORPORATION

Temporary cease trading order issued May 27, 1985, with respect to each company for failure to make statutory filings. Statutory hearings June 10, 1985, at 10:00 a.m.

4.2 EXTENDING CEASE TRADING ORDERS

4.2.1 GASLITE PETROLEUM LTD.

4.2.2 MACQUEST RESOURCES LTD.

GASLITE PETROLEUM LTD.
MACQUEST RESOURCES LTD.

The cease trading order dated May 14, 1985, with respect to each company was continued May 28, 1985, pending each company complying with Part XVII of the Securities Act.

CHAPTER 5

POLICIES

5.1 AMENDMENT TO O.S.C. POLICY 5.8 - FINANCIAL FORECASTS

AMENDMENT TO O.S.C. POLICY 5.8 - FINANCIAL FORECASTS

The Commission has approved the amending of O.S.C. Policy 5.8 to clarify that the policy does not apply to a financial forecast included in an offering memorandum required by the Securities Act.

PROPOSED AMENDMENT TO O.S.C. POLICY 5.8 - FINANCIAL FORECASTS

The Commission proposes to amend O.S.C. Policy 5.8 to require an issuer to obtain the approval of the Director, prior to filing the preliminary prospectus, of the inclusion of a financial forecast in a preliminary prospectus where:

1. the issuer is not a reporting issuer;
2. the issuer is making a distribution in Ontario of securities by prospectus for the first time; or
3. the forecast is for a period extending beyond the current financial year and the following financial year, except where the issuer is an eligible reporting issuer pursuant to Section B of O.S.C. Policy 5.6 - Prompt Offering Qualification System.

Policy 5.8 will be revised in accordance with the foregoing, subject to any changes to the proposed amendment resulting from comments received by the Commission, and republished.

CHAPTER 6
REQUESTS FOR COMMENTS

6.1 PROPOSED AMENDMENT TO O.S.C. POLICY 5.8 - FINANCIAL FORECASTS

The Commission has approved for publication a proposed amendment to O.S.C. Policy 5.8 - Financial Forecasts, which is published in the Policies section of this Bulletin.

Comments from interested persons are requested on or before Friday, July 12, 1985, and should be addressed to:

The Secretary
Ontario Securities Commission
18th Floor
20 Queen Street West
Toronto, Ontario
M5H 3S8

CHAPTER 7
INSIDER TRADING REPORTS

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security, the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly, the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP	(appearing after the name reported)
"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

- No Symbol - Securities are beneficially owned directly.
- Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

- | | | | |
|-----------|----------------------------|-----|------------------------------|
| No Symbol | - purchase or sale | "M" | - internal |
| "A" | - bequest or inheritance | "Q" | - qualifying shares |
| "C" | - compensation | "R" | - redeemed (called, matured) |
| "E" | - exchange or conversion | "T" | - stock dividend |
| "F" | - exercise of rights, etc. | "V" | - stock split |
| "G" | - gift | "X" | - exercise of option |
| "IR" | - initial report | "Z" | - distribution |

*Returned for reconciliation purposes.

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ABATERRA ENERGY LTD.	Dockery, James A.	ABATERRA ENERGY LTD	D	May/85	IR			1000
	Findlay, Randall J Savings Plan	ABERFORD RES LTD	S	Mar/85 Mar/85	1	37		11782 285
ABERFORD RESOURCES LTD	Gammell, Hugh Graham Savings Plan		DS	Mar/85 Mar/85	1	84		12817 586
	Howard, John A Savings Plan Stock Option Plan		DS	Mar/85 Mar/85 Aug/84	1 1 1	213 40000		64189 1831 56250
	Jubenvill, John H. Savings Plan		S	Mar/85 Mar/85	1	33		26212 283
	Shaw, Richard H. Savings Plan Stock Option Plan		S	Mar/85 Mar/85 Feb/85	1 1 1	98 40000		200 98 40000
	Surridge, Allan Savings Plan		S	Mar/85 Mar/85	1	113		23238 889
	Taylor, Roger P. Option Incentive Plan		S	May/85	IR1			10000
ABITIBI-PRICE INC.	Blauvelt, Howard W.	ABITIBI PRICE INC	D	May/85	V	400		600
	Davis, John G.		S	May/85	V	12000		18000
	DeLashmet, Gordon B.		S	May/85	V	400		600
	Gimlin, Robert C. Indirect Holdings		DS	May/85	V 1	600		900
	MacDonald, K. Linn		S	May/85	V	2382		3573
	McGibbon, James Ian		S	May/85			1600	4193
ALBANY OIL & GAS LIMITED	Tory, John Arnold		D	May/85	V	8119		12178
	Alberta Petroleum Investment Corporation Limited Partnership	ALBANY OIL & GAS LTD	B	Apr/85 Apr/85	E E 1		1157912 22700	---
	Alberta Petroleum Investment Corporation Limited Partnership	ALBANY OIL & GAS 16% DEBENTURE	B	Apr/85 Apr/85	E E 1		1500000 2300	---
	Oakwood Petroleum Ltd.	ALBERTA NAT GAS CO	B	Apr/85 Apr/85	F 1		17400	1625088 4261100
AMAX INC.	Conventures Limited			May/85	IR			---
	Wahl, William R.	SECURITIES	S	Mar/85 Apr/85 Apr/85	R R R	5000		---
AMCA INTERNATIONAL LIMITED	AMCA International Limited	A M C A INTL LTD SRS 1 PFD		Apr/85 Apr/85	R R			---
	Horvath, Louis Amended As Custodian	AMERADA HESS CORP	S	Apr/85 Apr/85	1		500	1940 19
AMERICAN OAKWOOD ENERGY LTD	Hawkins, Dallas Euel II Indirect Holdings	AMERICAN OAKWOOD ENERGY LTD	DS	Apr/85 Apr/85	1	123000		1791015 403846
	Boswell, Henry O.	AMOCO CORPORATION	D	May/85	G		400	6776

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
AMOCO CORPORATION (Continued)	Boswell, Henry O In Trust	AMOCO CORPORATION	D	May 85	1			200
ANTELECOM GROUP INC.	Wee Lake Farms Ltd	ANTELECOM INC		May 85			500	321
ANGLO CANADIAN MINING CORPORATION	Clark, Donald H Amended	ANGLO CDN MNG CORP	D	Apr 85		4000		260000
ASAMERA INC	Cameron, Keith G	ASAMERA INC	S	May 85		1		12579
ASSOCIATED JOJOBA (CDN 84-3) LIMITED PARTNERSHIP	Associated Jojoba Industries Incorporated	ASSOCIATED JOJOBA LTD UNITS	B	May 85	IR			290
	Chambers, Raymond H	SECURITIES	DSI	May 85	IR			---
	Foder, Alvin		DSI	May 85	IR			---
	Frankish, Thomas A.		DSI	May 85	IR			---
	Gonzalez, Romulo		DSI	May 85	IR			---
	Larsen, Donald N.		DSI	May 85	IR			---
	Young, W. B.		DSI	Apr 85	IR			---
ATLANTIC RICHFIELD COMPANY	Wade Jr, William E Stock Ownership Plan	ATLANTIC RICHFIELD CO	S	May 85	IR1			781
B.C. SUGAR REFINERY LIMITED	Cochrane, Gordon John Control	B C SUGAR REFINERY LTD	DS	Apr 85		1800		7574
BANK OF ALBERTA	Pechet, Howard Mayfield Investments	BANK OF ALBERTA	D	May 85	1	1000		8868
BANK OF BRITISH COLUMBIA	Kudlec, Robert Edward	BANK B C	D	Mar 85	T	125		251800
	Madill, John Wallace ISIP Account		D	Mar 85	M		1750	8200
				Mar 85	T	43		2101
				Mar 85	T			1793
BANK OF MONTREAL	Jansson, Harri E.	BANK OF MONTREAL	S	May 85	IR			570
BANK OF MONTREAL MORTGAGE CORPORATION	Jansson, Harri E	BANK OF MTL MTG CORP	SI	May 85	IR			570
BANK OF MONTREAL REALTY FINANCE LTD	Jansson, Harri E	BANK OF MONTREAL REALTY FINC	SI	May 85	IR			570
BANK OF NOVA SCOTIA, THE	Wolfe, Ray D.	BANK NOVA SCOTIA	D	Apr 85	T	615		44503
BELL CANADA ENTERPRISES INC	Corlett, Michael S G	BELL CDA ENTERPRISES INC	SI	May 85	T	4	239	18
	Stansby, Anthony G. Davidend Reinvestment and Stock Purchase Plan		SI	Apr 85	T	37		1990
BONANZA RESOURCES LTD	Analand Corporation	BONANZA RES LTD		Apr 85		24400		957
	Bradley, Kenneth Nautilus Resources Ltd RRSP		S	Apr 85			25000	2116676
				Apr 85				32203
				Apr 85				6000
BOREALIS EXPLORATION LIMITED	Cox, Rodney T.	BOREALIS EXPL LTD	DS	Apr 85		800		77016
BP CANADA INC.	Best, Edward W. RRSP	B P RES CDA LTD	DS	Apr 85			300	82

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BRAMALEA LIMITED	Bo drug, William A.	BRAMALEA LTD	S	Apr/85		10870		
				Apr/85	X	9334	9000	11870
	1979 Employee Share Purchase Plan			Apr/85				
	1981 United States Employee Incentive Stock Option Plan	BRAMALEA LTD OPTION		Apr/85	1		10870	---
	Davidson, Stewart D.	BRAMALEA LTD	S	Apr/85	1		9334	---
	1979 Employee Share Purchase Plan			May/85		4000	4000	5915
	1983 Employee Share Purchase Plan			May/85	1		4000	30428
	Kerr, Bruce		D	May/85	1			19543
	1979 Employee Share Purchase Plan			May/85		1300	1300	348
	1983 Employee Share Purchase Plan			May/85	1		1300	2488
BRASCAN LIMITED	Lebovic, Joseph Amended		B	May/85	1			9770
	Joseph & Wolf Lebovic Charitable Foundation			Apr/85		3500		81200
	Joseph Lebovic in trust for West Hill Lebovic Enterprises in trust for West Hill West Hill			Apr/85	1			182700
	West Hill Deferred Profit Sharing Plan			Apr/85	1			1451220
	Lebovic, Wolf		B	Apr/85	1			172500
	Pelham II, Ray Incentive Stock Option Plan		SI	Apr/85		500		38480
	Trizec Equities Ltd.			Mar/85	IR1			23900
	Tyityan, Edward S.		B	Apr/85		185000		17300
	1979 Employee Share Purchase Plan		S	May/85		1068		5000
	1981 Employee Share Purchase Plan			May/85	1			4115000
BREAKWATER RESOURCES LTD.	Wilson, Michael N. 1984 Share Purchase Plan		S	May/85	1			1102
	Conway, Jill K.	BRASCAN LTD CL A ORD CONV	D	May/85				10180
	Hunter, Robert G.	BREAKWATER RES LTD	S	May/85	1		1068	5420
	Peter, Dieter			May/85	1			3214
	Merfin Management Limited		DB	Mar/85				
	Rollke, Karl Heinz		D	Mar/85				
	Davies, Duncan K.	B C RES INVT CORP	S	Apr/85	M	115000	10000	540210
				Apr/85				121000
				May/85	IR			905
BRITISH COLUMBIA RESOURCES INVESTMENT CORPORATION								

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BRITISH COLUMBIA RESOURCES INVESTMENT CORPORATION (Continued)	Davies, Duncan K.	B. C. RES INV CORP UNITS	S	May/85	IR			1
BRITISH COLUMBIA TELEPHONE COMPANY	GTE Corporation Anglo-Canadian Tel. Co.	B C TELEPHONE CO ORD	B	Apr/85 Apr/85	T 1	106434		4401316 17754708
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	Baker, Thomas C. 582956 Ontario Limited	CADILLAC FAIRVIEW LTD	S	May/85	IR1			1480
CALGROUP GRAPHICS CORPORATION LTD.	Ball, Richard J.	CALGROUP GRAPHICS CORP LTD		Apr/85 Apr/85		50000	9600	40400
CAMPBELL RESOURCES INC	Cemp Investments Ltd Amended	CAMPBELL RES INC	B	Nov/84 Nov/84		7502		855560 \$7807000
	Raymond, James David wife	CAMPBELL RES 13% CONV DEB SR 1	D	Apr/85	1	4000		84197 2000
	Raymond, James David	CAMPBELL RES INC PFD SER 2	D	Apr/85		1500		4500
	Stendon, Marion J. RRSP	CAMPBELL RES INC PFD SER 4	D	Apr/85		875		4375
		CAMPBELL RES INC	S	Mar/85	1	314		1745
CAMPEAU CORPORATION	Carroll, William John	CAMPEAU CORP WT	DS	Apr/85 May/85		500 17700		51100 72218
	C & S Investors Stock Purchase Plan	CAMPEAU CORP SUB VTG		May/85 May/85	1 1		10400	2600 285209
CANADA CEMENT LAFARGE LTD.	Fredette, Alain	CDN CEMENT LAFARGE EXCH PREF	S	May/85	IR			153
	Kennedy, James Taylor		D	May/85			1000	4282
CANADIAN CURTISS-WRIGHT LIMITED	Webster, John Burt	CANADIAN CURTISS WRIGHT LTD	D	Jul/84			40000	2160
CANADIAN FOREMOST LTD.	Nodwell, William Bruce Amended	CANADIAN FOREMOST LTD CL A	D	Apr/85 Apr/85			3000	40044 66165
		CANADIAN FOREMOST LTD SPECIAL						
CANADIAN IMPERIAL BANK OF COMMERCE	Bassett, Douglas Graeme	CDN IMP BK COMM	D	Apr/85	T	536		30833
	Harrison, Russell Edward		S	Apr/85	T	598		34430
	Robbie, David W. Amended	CDN IMP BK COMM PFD CL B SR 1	S	Mar/85 Mar/85				1025 150
	Rothwell, Craig W.	CDN IMP BK COMM	S	Apr/85	IR			510
CANADIAN MANOIR INDUSTRIES LIMITED	Sinclair, D'Alton Lally RRSP	CANADIAN MANOIR IND LTD	D	Apr/85 Apr/85	1		1800	1 9200
CANADIAN PACIFIC ENTERPRISES LIMITED	Burbidge, Frederick Stewart	CANADIAN PAC ENTERPRISES LTD	DS DISI	Jan/85 Feb/85	T M	8		---
	Burben Limited			Jan/85 Feb/85	T 1 M 1	33 930		4783
CANADIAN PACIFIC LIMITED	Campbell, Robert William Pratte, Claude	CANADIAN PAC LTD ORD	DD ISI	May/85 May/85	V V	4000 26334		6000 39501

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADIAN PACIFIC LIMITED Continued:	Stinson, William W.	CANADIAN PAC LTD ORD	DDIS	Jan/85 Apr/85 May/85	T T V	23 22 7304		10956
CANADIAN TIRE CORPORATION LIMITED	Billes, Martha Gardiner Indirect Holdings	CANADIAN TIRE LTD CL A	D	May/85 May/85	1 1		9300 15700	2083532
CANADIAN WORLDWIDE ENERGY LIMITED	Wood, Robert E. Stock Option Plan	CDN WORLDWIDE ENERGY LTD	S	Mar/85	IRI			27000
CANRON INC.	Lefebvre, Gerald	CANRON INC CL A CONV	S	May/85		200		200
CARA OPERATIONS LIMITED	Syron, Bernard M. Indirect Holding	CARA OPERATIONS LTD	D	Apr/85 Apr/85	1 1	700		100 700
CARENA-BANCORP HOLDINGS INC.	Edper Investments Ltd. Hees International Corp	CARENA BANCORP HOLDINGS INC	B	May/85 May/85	1 1	960000		6366006 5930631
	Edper Investments Ltd. Hees International Corp	CARENA BANCORP INC CL A PFD CARENA BANCORP HLDS CONV DEB	B	May/85 May/85	1 1			6086550 \$12500000
CCL INDUSTRIES INC.	Chafee, Douglas S. SDRSP	C C L INDS INC CL B	S	Apr/85 Apr/85	1 1	300		10570 1200
CENTRAL TRUST COMPANY	MacBurnie, Royden J.	CENTRAL TRUST CO	DS	Apr/85 May/85			7500 2575	37450
	Saunders, Donald W.		S	Apr/85		4000		3052
CHARTER OIL COMPANY LIMITED	Albany Oil and Gas Limited	CHARTER OIL LTD	B	Jan/85	E	5770914		5770914
	Alberta Petroleum Investment Corporation Limited Partnership		B	Apr/85 Apr/85	E E 1	4300549 24181		6059854 37656
CHRYSLER CORPORATION	Moneta Porcupine Resources Limited		B	Jan/85	E	3049959		3049959
	Gschwind, Leon D. ESOP Trust	CHRYSLER CORP	S	Apr/85 Apr/85	1 1		3500	4913 82
CINEPLEX CORPORATION	Iacocca, Lee A. ESOP Trust		S	Apr/85 Apr/85	G 1		15800	17600 15
	Richer, Jack Richer Sorkin & Associates (Canada) Ltd	CINEPLEX CORP PREF	D	Apr/85		45000		35000
CLAVOS PORCUPINE MINES LIMITED	Picard, Irving R. Amended Indirect Holdings	CLAVOS PORCUPINE MINES LTD	D	Apr/85	1			22500
COHO RESOURCES LIMITED	Edmonton International Industries Ltd. 297139 Alberta Ltd. Odyssey Resources Ltd. Speedway Properties Ltd	COHO RES LTD CL A	B	May/85 May/85 May/85 May/85	1 1 1 1		44504	47414 463860 137462 129343
	Lambert, Glenna M. RRSP Indirect Holding	COHO RES LTD OPTION	DISI	Mar/85 Mar/85	IR IRI		5496	42 5450 4000
COMBINED INTERNATIONAL CORPORATION	Lambert, Glenna M. Dancer, Gordon A.	COHO RES LTD CL B COMBINED INTL CORP	DISI S	Mar/85 Apr/85	IR A			2876 32301

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COMBINED INTERNATIONAL CORPORATION (Continued)	Dancer, Gordon A. wife	COMBINED INTL CORP	S	Apr/85	1			4138
	wife as Custodian for Daughter			Apr/85	1			47
	wife as Trustee for Children			Apr/85	1			1598
COMINCO LTD.	Hansen, Poul	COMINCO LTD	DISI	Apr/85			113	1906
COMMERCIAL FINANCIAL CORPORATION LIMITED	Baker, Stephen F.	COMMERCIAL FINC CORP LTD	SI	May/85		15		55
	Hewett, Frank Robert		DS	May/85		998		13507
CONSOLIDATED ASCOT PETROLEUM CORPORATION	Gairdner, John Lewis Amended J.S.G. Holdings Limited Security Trading Holdings Ltd.	CONS ASCOT PETE CORP	D	Apr/85 Apr/85 Apr/85	1 1 1			3903 614933 169930
CONSOLIDATED IMPERIAL RESOURCES ENERGY LIMITED	Godkin, Wendy Patricia	CONS IMP RES ENERGY WARRANTS	S	May/85		1477		---
CONSOLTEX CANADA INC.	Thibault, Marcel In Trust	CONSOLTEX CDA INC	DS	Apr/85	1	3000		7900
CONSUMERS GLASS COMPANY LIMITED	Enfield Corporation Limited, The	CONSUMERS GLASS LTD	B	May/85		545900		2587200
	Hannaford, Stanley W.	CONSUMERS GLASS 1ST PF CV SR B	S	May/85	IR			7000
	Heward, Chilion F. G. Barbri Securities wife	CONSUMERS GLASS LTD	D	Apr/85 Apr/85 Apr/85	1 1 1	4000 107		31363 57250 1280
CONTINENTAL BANK OF CANADA	Johnson, Brian A.	CONTINENTAL BK OF CDN PFD CL A	S	Apr/85		400		400
CONTROL DATA CORPORATION	Kamp, Thomas G.	CONTROL DATA CORP DEL	S	Mar/85			8000	5970
	Nelson, Marilyn C.	SECURITIES	D	May/85	IR			---
	Stutzman, Leroy F. wife	CONTROL DATA CORP DEL	D	Apr/85 Apr/85	1	23 10		5072 1694
COPCONDA-YORK RESOURCES INC.	Deacon, Donald Campbell Cam-Deac Investments Ltd.	COPCONDA-YORK RES INC	D	Apr/85	Z	2985		2985
	Patterson, Tom A.		DS	Apr/85	Z 1	22924		22924
COSEKA RESOURCES LIMITED	Brock, Thomas M. Amended	COSEKA RES LTD	S	May/85			1500	1875
	Driscoll, Lloyd D.	COSEKA RES LTD OPTION	S	May/85	IR			50000
	Jones, Robert D.	COSEKA RES LTD	S	May/85	IR			1000
	Lane, R. Ardelle	COSEKA RES LTD OPTION	S	May/85	IR			35000
	Lebovic, Joseph	COSEKA RES LTD	DI	May/85	IR			3000
	Roy, James L. RRSP		S	Apr/85		5000		5000
	Roy, James L.	COSEKA RES LTD OPTION	S	May/85	IR			1000
		COSEKA RES LTD 9% CONV DEB	S	May/85	IR			1000
				May/85	IR			25000
				May/85	IR			\$25000

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COSEKA RESOURCES LIMITED (Continued)	Thurmeier, Edward F.	COSEKA RES LTD OPTION	S	May/85	IR			25000
	Tymchyshyn, Norman Edward			May/85	IR			25000
COSTAIN LIMITED	Pollock, Samuel	COSTAIN LTD 12% SR F DEB	DI	May/85		\$17000		\$64000
CROWN INC.	Boeckner, Robert G.	CROWN INC CROWN INC CL A CROWN INC PREFERRED	DI	Apr/85 Apr/85 Apr/85		200		237 986 200
	Hennigar, David John	CROWN INC CROWN INC PREFERRED	DS	May/85 Apr/85 May/85 Apr/85 May/85		1000 400 400		200 400 ---
	RRSP			May/85	1			---
CSA MANAGEMENT LIMITED	Beatty, David Sidney Beatinvest Limited RSP	CSA MGMT LTD CLASS A	D	Apr/85 Apr/85 Apr/85	E 1 E 1 1	4500		100 27018 2000
DASHER RESOURCES LTD.	Beatty, David Sidney	CSA MGMT LTD DEBENTURES	D	Apr/85	E		\$5000	---
	Gorkoff, Thomas H. Geneva Resources Ltd T.H. Gorkoff Investments Ltd.	DASHER RES LTD	D	Apr/85	1		16032	16033
DENISON MINES LIMITED	Cowan, James Scott RRSP	DENISON MINES LTD WARRANTS	SI	Apr/85	1		40000	56824
DICKENSON MINES LIMITED	White, Harvey Vance	DICKENSON MINES LTD CL A	DS	May/85 Apr/85 Apr/85 Apr/85	1 M 1	2000 2000		2000 50 1000
	RRSP			Mar/85 Apr/85 Apr/85	M M 1		5000 2000	13768 171
DOFASCO INC.	McAllister, John H.	DOFASCO INC CL A	SI	Apr/85		2000		1324
	Soomet, Urmas	SECURITIES	SI	May/85	IR			---
DOME CANADA LIMITED	Gordon, J. Peter	DOME CANADA LTD	D	May/85	IR			500
DOME PETROLEUM LIMITED	Burns, Herbert Michael	SECURITIES	D	May/85	IR			---
DORE EXPLORATIONS INC	Castle Credit Corporation LimitedAmended	DORE EXPL INC	B	Apr/85			25000	487004
DRUG TRADING COMPANY LIMITED	Sugar, Murray Ragus Holdings Ltd.	DRUG TADING CO LTD TERM NOTE	D	May/85	1	\$10000		\$30000
DUMAGAMI MINES LIMITED	Pommier, Jean-Paul Andre	DUMAGAMI MINES LTD	D	May/85 May/85		229	1100	272
DYNEX PETROLEUM LTD.	Procter, William F. Procter Trust wife	DYNEX LTD.	D	May/85 May/85 May/85	1 1 1	10500		9000 30500 21000
ERAMOSA TECHNOLOGY CORPORATION	Hammond, Frederick O.	ERAMOSA TECH CORP	DI	Apr/85 May/85		7000 3500		43925
ETHYL CORPORATION	Andrew, Lloyd B. Savings Plan	ETHYL CORP	S	Mar/85 Apr/85 Mar/85 Apr/85 Apr/85	C V 1 V 1 1	200 13890 272 17503 340		27780 35346

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ETHYL CORPORATION (Continued)	Berry, William W.	ETHYL CORP	S	Jan/85 Apr/85 Apr/85 Apr/85	T V T V 1	1 216 55 400		487 800
	Wife							
	Fitzpatrick, Patrick D.		S	Apr/85 Apr/85 Apr/85 Apr/85	T C V V 1	43 200 1000 6191		2256 12132
	Savings Plan							
	Gautreaux, Marcelain F. Amended Savings Plan		DS	Apr/85 Apr/85	V V 1	11042 18664		21906 37328
	Moser, Roger Alder Savings Plan		S	Apr/85 Apr/85 Apr/85	V V 1 1	8300 4377 88		16600 8842
	Osborn, Prime F.		D	Apr/85	V	400		929
	Page Jr. Henry Clay Savings Plan		S	Feb/85 Apr/85 Apr/85 Apr/85	C T T 1 1	100 200 127 40		400 269
	walker, Charles B. Savings Plan		S	Apr/85 Apr/85 Apr/85 Apr/85	V C 1 V 1	1100 100 77 473		2200 975
	Weimer Paul E. Savings Plan		DS	Apr/85 Apr/85 Apr/85 Apr/85	V X V 1 1	11400 6000 816 87	1463	27337 1719
FORD MOTOR COMPANY	Ford, William Clay Trusts Savings & Investment Plan	FORD MOTOR CO	DS	May/85 May/85	1 1	7765		38104 29844
	Halstead, L. Lindsey	FORD MOTOR CO	S	Apr/85	X	2371	4735	2625 18042
	Petersen, Donald Eugene		DS	Apr/85	X			
	Sharp, Max Jointly with wife	FOUR SEASONS HTLS 1ST PFD \$.80	DS	Apr/85	1	200		12900
	Garbell Holdings Limited	GARBELL HLDGS LTD PFD 10.5%	B	May/85 May/85	R	100	100	---
	Cloutier, Paul N.	GENDIS INC CL A	S	May/85		3000		---
	McNulty, John William Children Savings Stock Purchase Program Wife	GENERAL MTRS CORP	S	May/85 May/85	G G 1	120 20		2996 126
	Clarry, John Hamilton Cameron	GENSTAR CORP	DI	May/85		500		940 284
	Murphy, Kenneth P.	GEOCRUDE ENERGY INC	S	Apr/85			15000	1300 53308
	Milligan, Andrew F.B. RRSP	GLAMIS GOLD LTD	D	Apr/85 Mar/85	X 1	12000	12000 100	---
GOLDCORP INVESTMENTS LIMITED	Beatty, David Sidney	GOLDCORP INVTS LTD	D	Apr/85				100

REPORTING ISSUER	INSIDER	SECURITY	REL 'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GOLDCORP INVESTMENTS LIMITED (Continued)	Beatty, David Sidney Wife	GOLDCORP INVTS LTD	D	Apr/85	I		2000	---
GOLDEN SHADOW RESOURCES INC	Weizel, Jonathan R.	GOLDEN SHADOW RES INC OPTIONS	D	May/85	IR			35000
GOLDEN TRANSIT RESOURCES INC.	Golla, James Imrich	GOLDEN TRANSIT RES INC	DS	May/85				1
GRANDMA LEE'S INC.	Hanson, Gordon T. Concept Investors Limited	GRANDMA LEES INC 1ST PREF SR D	DS	Mar/85		10197		10197
	Huronika Bakeries (Canada) Inc.			Jan/85	I	17998		17998
				Jan/85	I	13906		13906
GREAT CAMERON LAKE RESOURCES INC.	K & L Energy Consultants Inc.	GREAT CAMERON LAKE RES INC		May/85			2000	3500
	Lewis, Elliot A. Tayok Energy Consultants Limited		DS	Apr/85		1500		124267
	Tayok Investments Limited			May/85	I	6000		48000
GREAT PACIFIC INDUSTRIES INC.	Pattison, James Allen Jim Pattison Investments Ltd.	GREAT PAC INDS INC	DS	May/85	I			325000
				Apr/85	I	25755		
				May/85	I	43350		3569432
GROSMONT RESOURCES LTD	Riddell, Clayton Howard Paramount Resources Ltd	GROSMONT RES LTD	DB	Apr/85		6000		
				May/85		5500		250543
				May/85	I			1939464
GROWTH INVESTMENT CORPORATION	Hockin, Alan Bond	GROWTH INVEST CORP GROWTH INVEST CORP OPTIONS GROWTH INVEST CORP PFD GROWTH INVEST CORP WARRANTS	D	Mar/85	IR			400
				Mar/85	IR			24750
				Mar/85	IR			200
				Mar/85	IR			400
GUARANTY TRUST COMPANY OF CANADA	Guaranty Trustco Limited	GUARANTY TRUST CO OF CDA		May/85	IR			12071096
GUARANTY TRUSTCO LIMITED	Guaranty Trustco Limited	GUARANTY TRUSTCO LTD		May/85	IR			23
	Luczynski, Christina	GUARANTY TRUSTCO LTD PREF		May/85	IR			200
	McIntosh, Donald Alexander		D	May/85	IR			500
GUARDIAN TRUSTCO INC	Barrett, Ormonde H. Guardinvest Inc.	GUARDIAN TRUSTCO INC	DS	May/85			1400	200
	Morgan & Dilworth Inc.		B	Apr/85			283040	---
	Brown, Robert Taylor Savings Plan	GULF CDA LTD	S	Apr/85	M		420839	---
				May/85	I		1000	---
				May/85				4283
GULF CANADA LIMITED	Household Finance Corporation	HOUSEHOLD FINC CORP LTD		Mar/85	IR			77696
		HOUSEHOLD FINC CORP LTD NOTES		Mar/85	IR			\$226835684
HUDSON BAY MINING AND SMELTING CO. LIMITED	Inspiration Resources Corporation	HUDSON BAY MNG & SMLT LTD SPL	B	Apr/85		25085		1710717
ICOR OIL & GAS COMPANY LTD.	Edgar, Page ARI-B Investments	ICOR OIL & GAS CO LTD	D	Apr/85				50000
				Mar/85	I	1500		
				Apr/85	I	4500		54500
IMPERIAL METALS CORPORATION	Savage, Alan C.	IMPERIAL METALS CORP	D	Apr/85		1000		
				Apr/85			15000	520476
INCO LIMITED	Allen, John O.	INCO LTD	DS	Apr/85	X			1500

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
INCO LIMITED (Continued)	Allen, John O.	INCO LTD	DS	May/85			1500	---
INDAL LIMITED	Turnbull, Adam M. G.	INDAL LTD	DI	May/85 May/85	X	1000	1000	100
INTER-CITY GAS CORPORATION	Rogers, Donald Sheldon	INTER CITY GAS CORP	DS	Dec/84		1502		42646
INTERNATIONAL BUSINESS MACHINES CORPORATION	Schwartz, Stephen B.	INTERNATIONAL BUS. CAPITAL	S	Apr/85	G		35	3054
INTERNATIONAL THOMSON ORGANISATION LIMITED	Mander, Michael Stuart	INTL THOMSON ORG LTD	DI	Apr/85			4000	---
INTERNORTH INC.	Belfer, Robert A. Trusteed Investment Plan	INTERNORTH INC	B	Apr/85	1	546		1154
	Belfer, Robert A. Belfer Foundation Inc. Children Trustee for Wife Wife Wife as Co-trustee	INTERNORTH INC PFD \$10.50 CV	B	Apr/85 Apr/85 Apr/85 Apr/85 Apr/85 Apr/85	G 1 1 1 1 1	20000	10000	381903 20000 4025 4370 625 22000
	Belfer, Robert A. Belfer Foundation Inc. Children Trustee for Wife Wife Wife as Co-trustee	INTERNORTH INC \$10.50	B	Apr/85 Apr/85 Apr/85 Apr/85 Apr/85 Apr/85	G 1 1 1 1 1	5000		239393 20000 3321 3604 515 62000
INVERNESS PETROLEUM LTD.	Podmaroff, Peter Amended	INVERNESS PETE LTD	S	Apr/85			3120	6700
IPSCO INC.	Kosanovich, Milan	IPSCO INC	S	May/85 May/85	X	3500	3500	---
JAMIE FRONTIER RESOURCES INC.	White, Arthur Walter Brewis & White Limited	JAMIE FRONTIER RES INC JAMIE FRONTIER RES INC WTS JAMIE FRONTIER RES EARNES SHRS	D	Apr/85 Apr/85 Apr/85 Apr/85	IR IR1 IR1 IR1			12500 118700 45000 13500
JEDBURGH RESOURCES LIMITED	Brondyke, Rudolf Hans	JEDBURGH RES LTD	DSB	May/85	G		75000	1408963
JOHNSON & JOHNSON	Dankis, Victor J. Son Trust for Son Wife	JOHNSON & JOHNSON	D	Apr/85 Apr/85 Apr/85 Apr/85	M 1 M 1 M 1 1	150	150	22114 150 --- 250
KERR-MCGEE CORPORATION	Harrison, Richard D.	KERR MCGEE CORP	D	Mar/85		100		100
	Ratcliff, Gene A. Savings Investment Plan Stock Ownership Plan		S	Apr/85 Apr/85 Apr/85	IR IR1 IR1			325 2813 325
LA SOCIETE MINIERE LOUVE M INC.	Ferland, Laurent	LA SOCIETE MINIERE LOUVE M LA SOCIETE MINIERE INC UNITS	DS	May/85 May/85		300 3		401 3
	Rousseau, Gilbert	LA SOCIETE MINIERE LOUVE M	S	Jan/85 May/85 May/85		100 150 2		250 2
LA VERENDRYE MANAGEMENT CORPORATION	Filiatrault, Maurice	LA VERENDRY MGMT CORP	S	Apr/85		75		32782
	Plante, Gilles Stock Option Plan	LA VERENDRY MGMT CORP CL A	S	May/85 May/85		25		5720 1500
LAFARGE CORPORATION	Fredette, Alain	LAFARGE CORP CCL EXCH PREF	SI	May/85	IR			153

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LAFARGE CORPORATION (Continued)	Kennedy, James Taylor	LAFARGE CORP CCL EXCH PREF	DI	May/85			1000	4282
LUMONICS INC.	Noranda Inc. Noranda Enterprise Limited	LUMONICS INC	B	May/85		2000		269494
	Wilson, Robert Archibald			May/85	1			1947162
MACKENZIE FINANCIAL CORPORATION	Maguire, Michael M. Amended Magvest Corporation	MACKENZIE FINL CORP	D	May/85			8500	11500
MACLEAN HUNTER LIMITED	Blackburn, Alan Profit Sharing Plan	MACLEAN HUNTER LTD CLASS X	S	May/85 May/85	V V 1	13145 766	50000	21000 42652
MAPLEX MANAGEMENT & HOLDINGS LIMITED	Cairn Capital Inc.	MAPLEX MGMT & HLDGS LTD CL A	B	Apr/85 Apr/85		200 1000		26290 1532
MARITIME TELEGRAPH AND TELEPHONE CO. LTD.	Barry, Stephen B.	MAPLEX MGMT & HLDGS LTD CL B						323684 324524
		MARITIME TELEG & TEL LTD	S	Apr/85	V	4		6
	Bragg, John Louis		D	Apr/85	V	400		600
	Duvar, Ivan Ernest Hunter *		S	Apr/85	V	1197		1837
	Eisenhauer, Daniel Andrew		D	Apr/85	V	400		600
	Fuller, Howard B.		D	Apr/85	V	757		1114
	Geldert, Glen H. A.		S	Apr/85	V	10616		15924
	Hartt, Andrew Douglas *		S	Apr/85	V	7012		10522
	Hicks, Edward James		S	Apr/85	V	11582		17373
	Inkpen, David Sherman		S	Apr/85	V	15206		22809
	Kenney, Seymour William		D	Apr/85	V	340		510
	MacDonald, John James		D	Apr/85	V	830		1225
	Mingo, James W. E.		D	Apr/85	V	200		300
	Oland, Derek		D	Apr/85	V	240		354
	Piercey, George Charles		D	Apr/85	V	1000		1500
	Reeves, Sidney A. Maritime Builders Ltd.		DS	Apr/85	V 1	6300		9300
	Robertson, Walter Struan		DS	Apr/85	V	3002		4503
	Sloane, Richard D.		D	Apr/85	IR			300
	Sobey, Donald C. R.		D	Apr/85	V	5400		8100
	Spalding, James Stuart		D	Apr/85	V	307		453
	Stanfield, Frank Thomas		D	Apr/85	V	200		300
	Wallace, Catherine T.		D	Apr/85	V	2200		3300
MARSHALL DRUMMOND MCCALL INC.	Richards, Michael L.	DRUMMOND MCCALL INC COM SER A	D	May/85		100		1100
MATACHEWAN CONSOLIDATED MINES LIMITED	Matthew, Andrew George	MATACHEWAN CONS MINES LTD	D	May/85		500		500

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MCCHIP RESOURCES INC.	Matthew, Andrew George	MC CHIP RES INC		May/85		500		500
	McCloskey, Paul Herbert Boanne Family Matachewan		DS	Apr/85 Apr/85 Apr/85 Apr/85	1 1 1 1			34500 213634 614184 300400
MCDONALD'S CORPORATION	Turner, Fred L.	MCDONALDS CORP	DS	Apr/85	G		408	156114
MCFINLEY RED LAKE MINES LTD.	New Sabina Resources Limited	MCFINLEY RED LAKE MINES LTD	B	May/85	IR			596624
MDS HEALTH GROUP LIMITED	Moffat, Betty Rae RSP	M D S HEALTH GRP CL A M D S HEALTH GRP CL B NON-VTG	S	Apr/85 Apr/85 Apr/85		5	275	126 1210 275
MERCANTILE BANK OF CANADA, THE	Costanzo, Gesualdo	MERCANTILE BK CDA	D	Apr/85			1002	---
	McManus, Raymond Richard J. RSP		S	Dec/84 Dec/84	1	67		611 600
MERIDIAN TECHNOLOGIES INC.	Sweatman, I. Michael		DS	Apr/85 May/85		1389	1000	389
	Griffin, Scott Voting Trust Agreement	MERIDIAN TECH INC	DS	Apr/85 Apr/85	1		900	389154 861112
	Lovatt, Ian RSP		DI	May/85 May/85	1	1900		2333 1900
MERLAND EXPLORATIONS LIMITED	Kreutzer, Peter W. Indirect Holdings	MERLAND EXPLS LTD	DS	Feb/85 Feb/85	1		1310	14073 2600
MESA PETROLEUM CO.	Larsen, Jack L.	MESA PETE CO	S	Mar/85		40924		548566
MIDLAND DOHERTY FINANCIAL CORPORATION	Moses, Jeffery A.	MIDLAND DOHERTY FINL CORP	S	May/85			1000	6320
MISTANGO CONSOLIDATED RESOURCES LIMITED	Camreco Inc.	MISTANGO CONS RES LTD MISTANGO CONS RES LTD SPECIAL	B	May/85 May/85	IR IR			1612000 500000
MMC VIDEO ONE CANADA LTD.	Fox, Aerock	MMC VIDEO ONE LTD	DB	Apr/85			8900	481234
	Wong, Terrence		D	May/85	IR			5100
MONENCO LIMITED	Murchison, Murdo *	MONENCO LTD	SI	Apr/85			1000	1162
MONETA PORCUPINE RESOURCES LIMITED	Alberta Petroleum Investment Corporation	MONETA PORCUPINE RES LTD	B	Apr/85	E		1401730	---
MONTREAL TRUSTCO INC.	Leighton, David S. Robertson	SECURITIES	D	May/85	IR			---
MORRISON PETROLEUMS LTD	Martison, Norman W.	MORRISON PETE LTD	D	Mar/85	IR			1500
MOTHER'S RESTAURANTS LIMITED	Fowler, Kenneth A. 621273 Ontario Limited Ken Fowler Enterprises Limited 621273 Ontario Limited Ken Fowler Enterprises Limited 621273 Ontario Limited Ken Fowler Enterprises Limited	MOTHER'S RESTAURANTS LTD MOTHER'S REST WT MOTHERS RESTAURANTS 1ST PREF	DDIB	May/85 May/85 May/85 May/85 May/85 May/85 May/52	M 1 M 1 M 1 M 1 M 1 M 1 M 1	432445 432445 1666 1666 4444 4444	---	432445 432445 1666 1666 4444 4444

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MOTHER'S RESTAURANTS LIMITED (Continued)	Marra, Pasquale 621271 Ontario Limited Pasquale Marra Enterprises Inc.	MOTHER'S RESTAURANTS LTD	B	May/85	M 1		432445	---
				May/85	M 1		20566	453011
		MOTHER'S REST WT		May/85	M 1	453011	1666	---
	621271 Ontario Limited Pasquale Marra Enterprises Inc.			May/85	M 1	1666	4444	1666
	621271 Ontario Limited Pasquale Marra Enterprises Inc.	MOTHERS RESTAURANTS 1ST PREF		May/85	M 1			---
				May/85	M 1	4444		4444
	Sisson, Grey 621272 Ontario Limited Grey Sisson Enterprises Inc.	MOTHER'S RESTAURANTS LTD	DSB	May/85	M 1		432445	---
				May/85	M 1		15766	448211
	621272 Ontario Limited Grey Sisson Enterprises Inc.	MOTHER'S REST WT		May/85	M 1	448211	1666	---
	621272 Ontario Limited Grey Sisson Enterprises Inc.	MOTHERS RESTAURANTS 1ST PREF		May/85	M 1	1666	4444	1666
NASHUA CORPORATION	Swartz, Robert M.	SECURITIES	S	May/85	IR			---
	Bigras, Maurice	NATIONAL BANK OF CANADA	S	Feb/85		8		601
				May/85		8		
	Malo, Paul-Andre		S	May/85		159		460
	Fitzgerald, J. D.	NTL BUSINESS SYSTEMS INC	DI	May/85	IR			9053
		NTL BUSINESS SYSTEMS INC OPT		May/85	IR			5467
	Leslie, P. A.	NTL BUSINESS SYSTEMS INC	DI	May/85	IR			3846
		NTL BUSINESS SYSTEMS INC OPT		May/85	IR			5467
	Raymond, Eric A. Bay & Co. Rayfam Investment Inc. Voting Agreement	NTL BUSINESS SYSTEMS INC	DSB	May/85			100000	756000
				May/85				810500
NATIONAL BUSINESS SYSTEMS INC.	Shuter, M. R.	NTL BUSINESS SYSTEMS INC OPT	DI	May/85	IR			162430
				May/85				125000
	Smythe, M. G.	NTL BUSINESS SYSTEMS INC OPT	DI	May/85	IR			3846
		NTL BUSINESS SYSTEMS INC	DI	May/85	IR			5467
	Charpentier, Joseph Arthur	NATL RES EXPLS LTD	DS	Apr/85			18000	19308
								5467
	Campbell, Mona Louise Movisa Securities Limited	NTL SEA PRODUCTS	D					223471
	Cummings, Gordon E. M.	NTL SEA PRODUCTS CLASS A	S	Apr/85	IR1			1000
	Russell, Frederick William		D	May/85	IR			100
	Fremar Investments Limited			Apr/85				341
NATIONAL VICTORIA AND GREY TRUSTCO LIMITED, THE	Sibold, Boris Julian	NTL VICTORIA & GREY TRUSTCO	D	Apr/85	1	1300		1300
	Evans, John Gilbert	NFLD LIGHT & PWR CL A NON-DRIP	S	May/85	IR			5438
	Children	NFLD LIGHT & POWER CL A DRIP		May/85				1250
				Mar/85		100		655
				Mar/85		10		226
				Mar/85		3		

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NOMA INDUSTRIES LIMITED	Beck, Henry Thomas Ocassa Holdings Ltd. Devanney Investments Ltd. Rudy Koehler Holdings Ltd. Theresa Beck Family Trust	NOMA INDS LTD CL A	DSB	May/85	1			803700
				May/85	1		300000	720000
				Apr/85	1		50000	226300
				May/85	1			3000
NORANDA INC.	Konigsmann, Klaus V.	NORANDA INC	S	Apr/85	IR			4712
NORMICK PERRON, INC.	Gagnon, Marcel	NORMICK PERRON INC	S	May/85		25		593
NORTHERN FRONTIER GENERAL INSURANCE COMPANY LIMITED, THE	467432 Ontario Inc.	NORTHERN FRONTIER GENERAL INS	B	Mar/85			20270	---
	Blondeau, Gilles		D	Mar/85	IR			50
	Demers, Gilles		D	Mar/85	IR			50
	Gaudreault, Andre		D	Mar/85	IR			50
	Genest, Pierre		D	Mar/85	IR			50
	Joli-Coeur Henri		D	Mar/85	IR			50
	Liddle, Roger G.		D	Mar/85		50	2650	50
	National Insurance Company		B	Mar/85	IR			81360
		NORTHERN FRONTIER INS 1ST PREF		Mar/85	IR			7260
	Thibault, Alain	NORTHERN FRONTIER GENERAL INS	D	Mar/85	IR			50
	Watson, Graham		D	Mar/85	IR			50
	Wenborne, Dean		D	Mar/85		50	5500	50
NORTHERN TELECOM LIMITED	Buchan, John S. Buchan Family Trust	NORTHERN TELECOM LTD	DI	Mar/85	1		200	600
NOVA SCOTIA SAVINGS & LOAN COMPANY	Befus, Terence N.	NOVA SCOTIA SVG & LOAN CO		May/85			1000	13086
NOVA, AN ALBERTA CORPORATION	Molyneaux, Richard A. *	NOVA, ALBTA CORP CL A	S	Mar/85			2007	5109
NUMAC OIL & GAS LTD.	Case, Hadley Case, Pomeroy & Company Inc.	NUMAC OIL & GAS LTD	D	Aug/84			11000	15000
	Robbins, Jack W. wife		D	Aug/84	1			264000
O P I LTD.	Estate Of Nelson Morgan Davis N.M. Davis Corporation Limited	O P I LTD	B	May/85		1000		9500
				May/85	1			800
O'TOOLE'S FOOD CORPORATION	Gibson, Terry Nominee	O'TOOLE'S FOOD CORP	S	Apr/85	1	3645178		3870338
				Mar/85	1		11000	140500
OLD CANADA INVESTMENT CORPORATION LIMITED	McLaughlin, Everett Richard Smith Greenbriar Holdings Limited RRSP	OLD CANADA INVT CORP LTD	DB	Apr/85				241830
				Apr/85	1			46913
				Apr/85	1	2100		13897

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
OMEGA HYDROCARBONS LTD	Patey George E. RRSP	OMEGA HYDROCARBONS LTD	S	May/85 May/85	1	30000		30000 10000
OSHAWA GROUP LIMITED, THE	Shifrin, Albert	OSHAWA GROUP LTD CL A	D	May/85	V	390		5290
PACIFIC CASSIAR LIMITED	Hick, William B. M.	PACIFIC CASSIAR LTD CL B	D	Apr/85		3800		19500
PAGURIAN CORPORATION LIMITED, THE	Bonnycastle, Richard A. N.	PAGURIAN LTD CL A SPL	D	Apr/85			5000	45000
PENN WEST PETROLEUM LTD.	McNeill, James Duncan Stream-Flo Industries Ltd Stream-Flo Resources Ltd	PENN WEST PETE LTD	D	May/85 May/85 May/85	1 1 1			199480 466312 418862
PLACE GAS & OIL COMPANY LIMITED	Butler, Reginald Michael	PLACE GAS & OIL LTD	DS	Apr/85		2300		4009
PLACER DEVELOPMENT LIMITED	Dudley, James Chittenden	PLACER DEV LTD	D	Apr/85			10200	19800
POWER FINANCIAL CORPORATION	Desmarais, Andre	POWER FINANCIAL CORP	SI	May/85	IR			1200
PROVIGO INC.	Arnold, Tandy D.	PROVIGO INC		Feb/85			150	125
PUNTERS GOLD EXPLORATIONS INCORPORATED	Bartlett, Stephen	PUNTERS GOLD EXPL INCORP		Apr/85 Apr/85		100500	40000	60500
	Dupuy, Peter D.	SECURITIES	D	May/85	IR			---
	Fisher, Peter W. Wife	PUNTERS GOLD EXPL INCORP	DS	Apr/85	1	60500		60500
QUAKER OATS COMPANY, THE	Roeser, Thomas F.	QUAKER OATS CO	S	Feb/85			600	1800
QUEBEC-TELEPHONE	GTE Corporation Anglo-Canadian Tel. Co.	QUEBEC TEL	B	Apr/85	T 1	37275		2639945
REED STENHOUSE COMPANIES LIMITED	Gordon, Donald William	REED STENHOUSE LTD CL A	S	Mar/85 Mar/85 Apr/85	T T T	20 34 550		7533
	Sanders, Brian G.			Feb/85 May/85	T X	81 259		5696
ROYAL BANK OF CANADA, THE	Wells, Donald Smith	ROYAL BK CDA	S	Apr/85	1		6000	1337
ROYEX GOLD MINING CORPORATION	Pezim, Murray Zareba Inv. Ltd.	ROYEX GOLD MINING CORP	D	Apr/85				255250
SCOTT'S HOSPITALITY INC.	Arrell, Hugh Anthony Arrell Family Trust RRSP	SCOTT'S HOSPITALITY CL C SPL	D	Mar/85 Mar/85	1 1	1000		2000 4000
	Black, Robert Frederick RRSP	SCOTT'S HOSPITALITY SUB VTG	SI	Mar/85 Mar/85	IR IR1			1000 500
SEARS CANADA INC.	Belanger, Michel F.	SEARS CANADA INC	D	May/85		300		500
SENSORMATIC CANADA LIMITED	Mashaal, Victor Revroy Enterprises Inc.	SENSORMATIC CDA LTD	DS	May/85 May/85	1	850		256192 48000
SHADOWFAX RESOURCES LTD.	Lewis, Elliot A.	SHADOWFAX RES LTD	DS	Apr/85			4000	62600
SHAW CABLESYSTEMS LTD.	Shaw, James Robert Brasha Holdings Ltd. Four J Investments James R. Shaw Securities Limited Jay-Shaw Holdings Ltd.	SHAW CABLESYSTEMS CL A CONV	DS	May/85 May/85 May/85 May/85 May/85	1 1 1 1 1			308000 5000 14000 130750 7400

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SHAW CABLESYSTEMS LTD. (Continued)	Shaw, James Robert Julmar Holdings Ltd. Shawana Estates Ltd.	SHAW CABLESYSTEMS CL A CONV	DS	May/85	1			5000
	James R. Shaw Securities Limited	SHAW CABLESYSTEMS 9% DEBS		May/85	1			5000
	L.E. Shaw Investments Shaw Holdings Ltd.			Dec/84	1		\$10000	\$29750
				Dec/84	1			\$27750
SHEPHERD PRODUCTS LIMITED	Wells, Bruce S.	SHEPHERD PRODS LTD	D	May/85		108		\$3000
SOBEYS STORES LIMITED	Murchie, James S.	SOBEYS STORES LTD CL A SOBEYS STORES LTD 9% PFD	DS	Jan/85		300	500	6743
SPAR AEROSPACE LIMITED	Birch, Edwin Peter	SPAR AEROSPACE LTD SUB VTG	S	May/85		6000		4900
STANDARD BROADCASTING CORPORATION LIMITED	Zaludek, Jerry	STANDARD BROADCASTING LTD	DI	Apr/85	X	3000		---
STANDARD TRUSTCO LIMITED	Thompson, Wesley D.	STANDARD TRUSTCO LTD	D	Apr/85	T	142		9552
SYDNEY DEVELOPMENT CORPORATION	Andrews, David F. London Minerals	SYDNEY DEV CORP	DI	Apr/85			10000	6270
TALCORP LIMITED	Rogers, Edward S.	TALCORP LTD	D	May/85	IR			42000
TASHOTA-NIPIGON MINES LIMITED	Cambrian Investments Inc.	TASHOTA NIPIGON MINES LTD	B	Apr/85			10000	37700
TECK CORPORATION	Steeves, Keith E.	TECK CORP CL B	DS	Apr/85		1572		1000
TENNECO INC.	Ketelsen, James L. Co-trustee of Trust Thrift Plan	TENNECO INC	DS	Apr/85				303580
	Marks, Raymond H. Thrift Plan		S	Apr/85		191		31000
	Ray, Jack H. Thrift Plan wife		S	Apr/85			12000	20567
	Sitter, William H. Thrift Plan		S	Apr/85		106	4000	264
	Tunnell, Byron Thrift Plan		S	Apr/85		105		11274
TERRA MINES LTD.	Kocken, Wilhelmus Inlet Metal	TERRA MINES LTD	D	Mar/85			27800	4226
	J. Kocken			Mar/85			65000	1320
	N. Kocken			Mar/85				1020
	Nobito			Mar/85				4764
THOMSON NEWSPAPERS LIMITED	Thomson, Kenneth Roy	THOMSON NEWSPAPERS CLASS B	DSB	Dec/84	T	667		191
TIBER ENERGY CORPORATION	Jeal, Robert Charles Mother Robvin Enterprises Ltd RRSP Sister Son	TIBER ENERGY CORP	D	Apr/85			1000	129
TORONTO-DOMINION BANK	Kollmann, Karl H.	TORONTO-DOM. BANK	S	Apr/85	T	32		3634
TORSTAR CORPORATION	Zimmerman, Adam Hartley Merman Holdings Ltd.	TORSTAR CORP CL B	D	Apr/85	T	10		1064
	Hickey, Brian E.		DI	May/85		1873		3818

REPORTING ISSUER	INSIDER	SECURITY	REL N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TORSTAR CORPORATION (Continued)	Zimmerman, Paul E.	TORSTAR CORP CL B WT	DS	Mar/85			500	---
		TORSTAR CORP CL B		Apr/85			2150	2500
		TORSTAR CORP 1981 1ST PREF		Mar/85			500	---
TOTAL PETROLEUM (NORTH AMERICA) LTD.	Vaillaud, Pierre	SECURITIES	D	May/85	IR			---
TRADERS GROUP LIMITED	Guaranty Trustco Limited	TRADERS GROUP LTD CL A	B	Apr/85	2084211			---
		TRADERS GROUP LTD CL B		Apr/85	E	2084211		---
				Apr/85	E	90131		---
				Apr/85	E	90131		---
TRANS MOUNTAIN PIPE LINE COMPANY LTD	Kerr, John Custance	TRANS MTN PIPE LINE LTD	D	Apr/85	IR			1000
TRANS-CANADA RESOURCES LTD.	Andreae, Herbert C.	TRANS CDA RES LTD	D	Jan/85		6000		
				Feb/85		2000		
				Mar/85		10000		38000
TRANSALTA RESOURCES CORPORATION	McCready, Kenneth Frank	TRANSALTA RES CORP WT CL A	D	May/85			39	---
		TRANSALTA RES CORP WT CL B		May/85			97	---
TRANSCANADA PIPELINES LIMITED	Frew, Craig R.	TRANSCANADA PPLNS LTD	S	Apr/85	T	66		
				Apr/85		70		24262
	Henwood, Derek E.		S	Apr/85	T	101		
				Apr/85		75		30612
	Hill, Brian F.		S	Apr/85	T	33		
	wife			Apr/85		66		23692
	Latimer, Radcliffe R. Amended		S	Apr/85	I			56
	Luft, Barry G.		S	Apr/85	T	286		
				Apr/85		2622		203415
TRILON FINANCIAL CORPORATION	Jeffery, Alexander H.	TRILON FINL CORP CL A	D	Apr/85	T	95		
				Apr/85		70		24757
	Silenzi, Sandro S.		S	Apr/85		70		12119
TRIZEC CORPORATION LTD.	Jeffery, Alexander H. 598340 Ontario Ltd.	TRIZEC CORP LTD 11 7/8% DEBS	DS	May/85				
	Milavsky, Harold Phillip	TRIZEC CORP LTD CLASS B	S	Apr/85	X	200		---
	Zessner, Michael	TRIZEC CORP SR PFD CL B SRS 3		Apr/85	X	20		50
	Bayne & Company	TRIZEC CORP LTD CL A SUB VT		Apr/85	X 1	1200		4000
				Apr/85	X 1	200		
TUDOR ENERGY CORPORATION LTD.	Cunningham, William D. Dragon Enterprises Inc.	TUDOR ENERGY CORP	DS	Apr/85		3500		158354
				Apr/85				109716
TWIN RICHFIELD OILS LTD.	Duncan, Stewart L.	TWIN RICHFIELD OILS LTD CL A	DS	May/85		1000		43850
U A P INC.	Forcier, Odette P. In Trust	U A P INC CL A	B	Apr/85	M	5000		9000
				Apr/85	M 1		5000	33483
ULSTER PETROLEUMS LTD	Ulster Petroleum Ltd.	ULSTER PETES LTD		May/85		12000		
				May/85	R	48700		12000
				May/85	R		48700	---
UNICORP RESOURCES LTD.	Thorsteinson, Arni	UNICORP RES LTD CL B	D	Apr/85		625		625

REPORTING ISSUER	INSIDER	SECURITY	REL'N	TRANS DATE	TYPE	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
UNICORP RESOURCES LTD. (Continued)	Thorsteinson, Arni	UNICORP RES LTD CL A PFD SR 1	D	Apr/85		625		625
UNITED SISCOE MINES INC.	Hershoran, Harold	UNITED SISCOE MINES INC	D	Apr/85			5000	32400
UNITED STATES STEEL CORPORATION	Wareham, James L.	U S STEEL CORP	S	May/85	IR			436
URANEX RESOURCES LIMITED	Harper, Hugh Grant	URANEX RES LTD	D	Apr/85 Apr/85		27844	5000	227092
VANGUARD TRUST OF CANADA LIMITED	Prevex Holding Inc.	VANGUARD TRUST OF CDN LTD	B	Feb/85 Mar/85 Apr/85		77649 2 168890		1144041
VERSATILE CORPORATION	Saunders, Peter Paul Daughter	VERSATILE CORP JR PFD \$2.625	DS	Apr/85	1	100		100
	Versatile Corporation	VERSATILE CORP PFD		Apr/85 Apr/85 Apr/85		4800 3000		
VS SERVICES LTD.	Boone, Robert Edward	VS SERVICES LTD	DS	Feb/85 Mar/85	R		3000	241300
	Denham, David A.		S	Feb/85 Mar/85		500 2550		794
				Jan/85 Apr/85		300	300	200
VTL VENTURE EQUITIES LTD.	Litwin, F.A.	V T L VENTURE EQUITIES LTD	B	May/85 May/85			2500 6500	907526 901026
	Lambda Mercantile Corporation			May/85	1			1160406
WALWYN INC	Ash, Peter Sanson	WALWYN INC	S	May/85			5000	75001
	Raphael, Stephen L.		SI	May/85			1500	---
WARDAIR INTERNATIONAL LTD.	Duncan, Leslie N.	WARDAIR INTL LTD	S	Apr/85			100	---
	Rouse, Doreen W.		S	Apr/85			250	250
WESTMIN RESOURCES LIMITED	Hampton R. O.	WESTMIN RES LTD	S	Apr/85 Apr/85	X	1200	1900	800
	Employee Stock Purchase Plan			Apr/85	1			365
	Kulsky, Eugene		S	Apr/85 Apr/85 Apr/85	X M	24000 1000		
	Trustee			Apr/85 Mar/85 Apr/85	1 M 1	226	10000 1000	15000 122
	Price, Robert Gardiner		S	Apr/85 Apr/85 Apr/85	X X 1	85000	85000	1001 500
	Wife			Apr/85				
	Soregaroli, Arthur E.		S	Apr/85 Apr/85	X X	5000	800	8000
	Employee Stock Purchase Plan			Apr/85				384
WIC WESTERN INTERNATIONAL COMMUNICATIONS LTD.	Williams, David A.	WIC WESTERN INTL CL B NON-VTG		Apr/85		2400		5000
WORLDWIDE ENERGY CORPORATION	Raydon, Gerald T.	WORLDWIDE ENERGY CORP	D	Apr/85			15000	338513
	Stein, Aleksander	WORLDWIDE ENERGY CORP WTS	S	May/85		3000		5500
	Wernham, Richard		DS	Apr/85		3500		6500

CHAPTER 8
NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
May. 15, 1985	Abitibi-Price Refiance Inc.	ABITIBI-PRICE INC. - SERIES K DEBENTURES	U.S. 500, 000	U. S. \$500, 000
May. 21, 1985	Burns Fry Limited	ACADIA FOREST PRODUCTS LIMITED CLASS A PREFERRED	26, 668, 750	1, 360, 000 share (s)
"	Canadianoxy Chemicals Ltd.	"	3, 137, 500	160, 000 share (s)
"	Canadianoxy Metal Finishing Ltd.	"	1, 568, 750	80, 000 share (s)
May. 03, 1985	523028 Ontario Inc.	AVINDA VIDEO INCORPORATED COMMON SHARES	106, 000	100, 000 share (s)
"	Avinda Limited	"	"	100, 000 "
Apr. 30, 1985	Celanese Canada Inc.	B.T. SPECIAL EQUITY FUND UNITS	1, 000, 000	89, 944 unit (s)
"	Electrical Industry Pension Fund of Alberta	"	435, 000	39, 125 unit (s)
"	Fording Coal Limited	"	275, 000	24, 734 unit (s)
"	Kahanoff Foundation	"	100, 000	8, 994 unit (s)
"	Labourers' Pension Fund of western Canada Plan #2	"	435, 000	39, 125 unit (s)
"	Retirement Plan for the Employees of Ocelot Industries Ltd. The	"	135, 000	12, 142 unit (s)
Apr. 24, 1985	591546 Ontario Inc.	BLACKSTONE EXPLORATIONS INC. COMMON SHARES	5, 000	100, 000 share (s)
"	Dainard, Walter M. G.	"	"	100, 000 "
May. 17, 1985	Armour, John in Trust	CAICOS HOTEL ASSOCIATES II UNITS	U.S. 30, 000	2 unit (s)
"	Bennett, Donald	"	U.S. 15, 000	1 unit (s)
"	Butler, William	"	"	1 "
"	Connell, Brian L.	"	"	1 "
"	Driver, Katy	"	"	1 "
"	Dy Pac, Emily	"	"	1 "
"	Glaves, Gordon	"	"	1 "
"	Hakes, John A. A.	"	U.S. 30, 000	2 unit (s)
"	Hegarty, Collette	"	U.S. 15, 000	1 unit (s)
"	Liebster, Arno & Vera	"	"	1 "
"	Manko, Jerry	"	"	1 "

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
May. 17, 1985	Mount, John H.	CAICOS HOTEL ASSOCIATES II UNITS	U.S. 15,000	1 unit(s)
"	Pallopson, Priit	"	"	1
"	Ramachandran, Puttra	"	"	1
"	Smula, Vaclav	"	"	1
"	Thornley, Edward	"	"	1
"	Whitfield, George	"	"	1
"	Woo, George	"	"	1
May. 17, 1985	Starlaw Holdings Limited	CAPSULE TECHNOLOGY INTERNATIONAL LTD. COMMON SHARES	500,000	128,205 share(s)
May. 17, 1985	Starlaw Holdings Limited	CAPSULE TECHNOLOGY INTERNATIONAL LTD. DEBENTURES		\$333,333
May. 17, 1985	Starlaw Holdings Limited	CAPSULE TECHNOLOGY INTERNATIONAL LTD. OPTION TO PURCHASE COMMON SHARES		89,847 share(s)
May. 06, 1985	British Telecommunications plc	CTG, INC. - OPTION TO PURCHASE COMMON SHARES	4,893,000	932,000 share(s)
May. 17, 1985	Abramson, Herbert	GENERAL AMERICAN TECHNOLOGIES INC. - NON-VOTING CLASS A SHARES	250,000	500,000 share(s)
May. 17, 1985	Abramson, Herbert	GENERAL AMERICAN TECHNOLOGIES INC. - NON-VOTING FIRST SPECIAL SHARES, SERIES III	250,000	500,000 share(s)
Dec. 31, 1984	B. C. Central Credit Union	GENSTAR FINANCIAL CORPORATION PROMISSORY NOTE	5,000,000	\$5,000,000
"	Canadian Co-operative Credit Society Limited	"	"	\$5,000,000
"	Credit Union Central of Saskatchewan	"	3,000,000	\$3,000,000
Feb. 01, 1985	United Lands Corporation Limited	MARLBOROUGH COURT II - UNIT	164,322	1 unit(s)
Apr. 30, 1985	Pension Plan of U.A. Local 800	MCLEAN BUDDEN POOLED SPECIAL FUND - UNITS	145,252	1 unit(s)
"	Royal Insurance Company of Canada Retirement Plan Fund	"	3,800,000	1 unit(s)
"	Stelco Inc. Pension Fund I	"	4,488,419	1 unit(s)
"	Stelco Inc. Pension Fund II	"	3,427,200	1 unit(s)

REPORTS OF TRADES SUBMITTED ON FORM 20
UNDER THE SECURITIES ACT 1980

TRANSACTION DATE	PURCHASER	SECURITY	PRICE (\$)	AMOUNT
May. 10, 1985	Sun Life Assurance Company of Canada	PITNEY BOWES OF CANADA LTD. PROMISSORY NOTE DUE MAY 11, 1987	5,000,000	\$5,000,000
May. 10, 1985	Canada Permanent Trust Company	PITNEY BOWES OF CANADA LTD. PROMISSORY NOTES DUE MAY 10, 1989	4,987,500	\$4,987,500
May. 08, 1985	Appleton, Michael	V.P.E. LIMITED PARTNERSHIP UNITS	170,000	8 unit(s)
"	Bederman, Michael	"	42,500	2 unit(s)
"	Cohen, Stanley	"	85,000	4 unit(s)
"	Fogler, Gary	"	42,500	2 unit(s)
"	Fogler, Gladys	"	"	2 "
"	Fogler, Joanne & Elizabeth	"	"	2 "
"	Fogler, Lloyd	"	85,000	4 unit(s)
"	Gelgoot, Raymond	"	42,500	2 unit(s)
"	Goodman, Leonard	"	64,000	6 unit(s)
"	Grierson, Gary	"	42,500	2 unit(s)
"	Holland, Deborah	"	"	2 "
"	Leibel, James	"	"	2 "
"	Middlestadt, Martin	"	"	2 "
"	Rubinoff, Melvyn	"	85,000	4 unit(s)
"	Ruby, Gerald	"	"	4 "
"	Rutman, Ronald	"	42,500	2 unit(s)
"	Schwartz, Alan	"	"	2 "
"	Senyi, Andy	"	85,000	4 unit(s)
"	Silverberg, Larry	"	42,500	2 unit(s)
"	Singerman, Barry	"	"	2 "
"	Sonshine, Edward	"	85,000	4 unit(s)
"	Ungerma, Bernard	"	42,500	2 unit(s)

RESALE OF SECURITIES

FORM - 21

DATE OF RESALE	DATE OF ORIG PURCHASE	SELLER	SECURITY	PRICE (\$)	AMOUNT
May. 07, 1985	Jul. 08, 1983	Canada Trust Company. The Trustee McMaster University Pension Plan	ACKLANDS LTD. - COMMON SHARES	288,000	18,000 share(s)
Apr. 12, 1985	May. 30, 1983	Montreal Trust Company of Canada A/C 907680	CANADA TRUSTCO MORTGAGE COMMON SHARES	20,500	1,000 share(s)
Apr. 26, 1985	"	"	"	20,500	1,000 "
May. 08, 1985	"	"	"	10,250	500 "
May. 09, 1985	"	"	"	51,250	2,500 "

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

SELLER	SECURITY	AMOUNT
Estate of Charles R. Scott, The	BROWN-MCDADE RESOURCES LTD. - COMMON SHARES	630,000 share(s)
Helpert, Jack	" "	209,900 "
Biles, Martha Gardiner	CANADIAN TIRE CORPORATION LIMITED - CLASS A SHARES	47,400 "
Conwest Exploration Company Limited	CHANCE MINING AND EXPLORATION COMPANY LIMITED COMMON SHARES	421,181 "

CHAPTER 9

TAKE-OVER BIDS, ISSUER BIDS

9.1 TAKE-OVER BIDS, ISSUER BIDS

TAKE-OVER BIDS, ISSUER BIDS

MESA PARTNERS II & MESA EASTERN INC. *
(OFFEROR)

UNOCAL CORPORATION
(OFFEREE)

NOTICE OF INTENTION - FORM 35

CABRE EXPLORATION LTD.

CROWN INC.

* Cash Offer

CHAPTER 10
CONTINUOUS DISCLOSURE FILINGS

Public Documents Filed with the Ontario Securities Commission

ISSUER	TITLE
609 AVENUE ROAD LIMITED	PRIVATE PLACEMENTS
ACCESS BANKING NETWORK INC.	PRIVATE PLACEMENTS
ACCORD RESOURCES INC.	IFS 6 MN MR 1 85
ACCUGRAPH CORPORATION	APPLICATION
ACKLANDS LTD.	PRIVATE PLACEMENTS
ADANAC MINING & EXPLORATION LTD.	IFS 6 MN MR 31 85
ADVANCE MURGOR EXPLORATIONS LIMITED	SHRHLDRS. MTNG. MAT.
ADVANCED EXTRUSIONS LIMITED	RULING/ORDER/REASONS
AEC POWER LTD.	AUD. ANN. FIN. STMT.
AHED CORPORATION	LET. TO SHAREHOLDERS
AHED CORPORATION	CERTIF. OF MAILING
AHL GROUP LIMITED, THE	PRESS RELEASE
AHL GROUP LIMITED, THE	SHRHLDRS. MTNG. MAT.
AIKEN-RUSSET RED LAKE MINES LIMITED	AUD. ANN. FIN. STMT.
AIKEN-RUSSET RED LAKE MINES LIMITED	SHRHLDRS. MTNG. MAT.
ALBERTA ENERGY COMPANY LTD.	PROSPECTUS
ALCAN ALUMINIUM LIMITED	IFS 3 MN MR 31 85
ALCAN ALUMINIUM LIMITED	RESULTS FOR THE 3 MO
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALCAN ALUMINIUM LIMITED	PRESS RELEASE
ALGOMA CENTRAL RAILWAY	PRESS RELEASE
ALGOMA STEEL CORPORATION LIMITED	IFS 3 MN MR 31 85
ALGOMA STEEL CORPORATION LIMITED	ANNUAL INFO. FORM
ALL-CANADIAN REVENUE GROWTH FUND	PROSPECTUS
ALL-CANADIAN REVENUE GROWTH FUND	APPENDICES TO PRO.
ALLIED CORPORATION	10Q 3 MN MR 31 85
ALUMINUM COMPANY OF CANADA LTD.	SIGNED FINANCIAL STA
AMCA INTERNATIONAL LIMITED	ANNUAL INFO. FORM
AMCO INDUSTRIAL HOLDINGS LIMITED	ANNUAL REPORT
AMCO INDUSTRIAL HOLDINGS LIMITED	SHRHLDRS. MTNG. MAT.
AMERADA HESS CORPORATION	10Q 3 MN MR 31 85
AMERICAN GROWTH FUND LIMITED	PROSPECTUS
AMOCO CORPORATION	FORM 8-K
AMPAL-AMERICAN ISRAEL CORPORATION	10Q 3 MN MR 31 85
AMWAY MUTUAL FUND INC.	SHRHLDRS. MTNG. MAT.
ANGLO DOMINION GOLD EXPLORATION LIMITED	ANNUAL REPORT
ANGLO DOMINION GOLD EXPLORATION LIMITED	SHRHLDRS. MTNG. MAT.
ANGLO DOMINION GOLD EXPLORATION LIMITED	SHRHLDRS. MTNG. MAT.
ANSER TECHNOLOGY INC.	PRIVATE PLACEMENTS
APEO EQUITY FUND	PRELIM. PROSPECTUS
APEO REGISTERED INVESTMENT FUND	PRELIM. PROSPECTUS
ARC INTERNATIONAL CORPORATION	EXEMPT FIN. NOTICE
ARGCEN HOLDINGS INC.	PRESS RELEASE
ARGUS CORPORATION LIMITED	PRESS RELEASE
ASAMERA INC.	10Q 3 MN MR 31 85
ASBESTOS CORPORATION LIMITED	AUD. ANN. FIN. STMT.
ASSOCIATE INVESTORS LIMITED	CERTIF. OF MAILING
ATEBA MINES INC.	ANNUAL REPORT

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INDAL LIMITED	CERTIFIED FINANCIAL
INLAND NATURAL GAS CO. LTD.	IFS 9 MN MR 31 85
INSPIRATION RESOURCES CORPORATION	PRESS RELEASE
INSPIRATION RESOURCES CORPORATION	PRESS RELEASE
INSPIRATION RESOURCES CORPORATION	PRESS RELEASE
INTER-CITY GAS CORPORATION	10Q 3 MN MR 31 85
INTER-CITY GAS CORPORATION	ANNUAL INFO. FORM
INTERLAKE DEVELOPMENT CORP.	TAKEOVER/FORM 35
INTERNATIONAL BASLEN ENTERPRISES LIMITED	LET. TO SHAREHOLDERS
INTERNATIONAL GROWTH FUND	PROSPECTUS
INTERNATIONAL GROWTH FUND	APPENDICES TO PRO.
INTERNATIONAL PAPER COMPANY	DIVIDEND NOTICE
INTERNATIONAL POLARIS ENERGY CORP.	ANNUAL REPORT
INTERNATIONAL POLARIS ENERGY CORP.	SHRHLDRS. MTNG. MAT.
INTERPROVINCIAL PIPE LINE (NW) LTD.	AUD. ANN. FIN. STMT.
INVESTORS BOND FUND	ANNUAL REPORT
INVESTORS GROUP, THE	IFS 3 MN MR 31 85

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ISSUER	TITLE
INVESTORS HOTEL LIMITED PARTNERSHIP	APPLICATION
INVESTORS INDEXED STOCK FUND	ANNUAL REPORT
INVESTORS MORTGAGE FUND	ANNUAL REPORT
INVESTORS REAL PROPERTY FUND	ANNUAL REPORT
INVESTORS REAL PROPERTY FUND	PROSPECTUS
INVESTORS RETIREMENT MUTUAL FUND	ANNUAL REPORT
INVESTORS RETIREMENT MUTUAL FUND	APPENDICES TO PRO.
IPSCO INC.	PRESS RELEASE
IRON BAY TRUST, THE	FORM 28-ANN. FILING
IRWIN TOY LIMITED	ANNUAL REPORT
IRWIN TOY LIMITED	SHRHLDRS. MTNG. MAT.
IVACO INC.	PRESS RELEASE
IVACO INC.	PRESS RELEASE
JANNOCK LIMITED	PRESIDENT'S ADDRESS
JEDBURGH RESOURCES LIMITED	PRIVATE PLACEMENTS
JONPOL EXPLORATIONS LIMITED	APPLICATION
JOUTEL RESOURCES LTD.	IFS 3 MN MR 31 85
KANATA GENESIS FUND LTD.	IFS 9 MN MR 31 85
KEEPRITE INC.	PRESS RELEASE
KERR ADDISON MINES LIMITED	CERTIF. OF MAILING
KERR-MCGEE CORPORATION	DIVIDEND NOTICE
KING STREET ESTATES - PHASE I LIMITED	AUD. ANN. FIN. STMT.
KINGSWOOD EXPLORATIONS LIMITED	LET. TO SHAREHOLDERS
L. A. VARAH LTD.	PRESS RELEASE
LA LUZ MINES LIMITED	PRESS RELEASE
LA SOCIETE EN COMMANDITE MUSCOCHO 1982	AUD. ANN. FIN. STMT.
LA SOCIETE EN COMMANDITE MUSCOCHO 1982	IFS 3 MN MR 31 85
LA SOCIETE EN COMMANDITE MUSCOCHO 1982	SHRHLDRS. MTNG. MAT.
LAC MINERALS LTD.	PRESS RELEASE
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LAFARGE CORPORATION	IFS 3 MN MR 31 85
LANDBANK RESOURCES 1980 PROGRAM	TAKEOVER/FORM 35
LANDBANK RESOURCES 79-80 PROGRAM	TAKEOVER/FORM 35
LARIAT OIL & GAS LTD.	PRESS RELEASE
LAUNAY RESOURCES INC.	IFS 6 MN MR 31 85
LAURASIA RESOURCES LIMITED	ANNUAL REPORT
LAURASIA RESOURCES LIMITED	IFS 3 MN MR 31 85
LAURASIA RESOURCES LIMITED	SHRHLDRS. MTNG. MAT.
LAURASIA RESOURCES LIMITED	CERTIF. OF MAILING
LAVA CAP RESOURCES LTD.	APPLICATION
LENORA EXPLORATIONS LTD.	CHANGE OF AUDITORS
LENORA EXPLORATIONS LTD.	CHANGE OF AUDITORS
LOCHIEL EXPLORATION LTD.	PRESS RELEASE
LOKI RESOURCES INC.	PRESS RELEASE
LOUISIANA LAND AND EXPLORATION COMPANY,	CHANGE DIRECTORS
LUMONICS INC.	IFS 3 MN MR 31 85
LUMONICS INC.	CERTIF. OF MAILING
LYTTON MINERALS LIMITED	T.S.E. MATERIAL

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MACMILLAN BLOEDEL LIMITED	IFS 3 MN MR 31 85
MACMILLAN BLOEDEL LIMITED	10Q 3 MN MR 31 85
MACMILLAN BLOEDEL LIMITED	ADDRESS TO SHAREHOLD
MACMILLAN BLOEDEL LIMITED	INFORMATION FOR SHAR
MACQUEST RESOURCES LTD.	PRESS RELEASE
MADELEINE MINES LTD.	AUD. ANN. FIN. STMT.
MADELEINE MINES LTD.	IFS 3 MN MR 31 85
MAGNETICS INTERNATIONAL LTD.	PRESS RELEASE
MAHER INC.	ANNUAL REPORT
MAJESTIC CONTRACTORS LIMITED	IFS 3 MN MR 31 85
MAJESTIC CONTRACTORS LIMITED	PRESS RELEASE
MAPLEX MANAGEMENT & HOLDINGS LIMITED	IFS 3 MN MR 31 85
MARINER'S MEWS LIMITED PARTNERSHIP	SIGNED FINANCIAL STA
MARLBOROUGH COURT II	PRIVATE PLACEMENTS
MARLBOROUGH COURT II	PRIVATE PLACEMENTS
MARMAC RESOURCES LIMITED	IFS 6 MN AP 30 85
MARSHALL MINERALS CORP.	PRESS RELEASE
MASCOT GOLD MINES LIMITED	T.S.E. MATERIAL
MASCOT GOLD MINES LIMITED	T.S.E. MATERIAL
MASCOT GOLD MINES LIMITED	PRESS RELEASE
MASTER RESOURCES & DEVELOPMENTS LIMITED	PROSPECTUS
MATACHEWAN CONSOLIDATED MINES LIMITED	CHANGE DIRECTORS
MAYNARD ENERGY INC.	PRESS RELEASE
MAYOTTE PROPERTY INVESTMENTS	AUD. ANN. FIN. STMT.
MCCHIP RESOURCES INC.	CHANGE DIRECTORS
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MCINTYRE MINES LIMITED	SHRHLDRS. MTNG. MAT.
MCLEAN BUDDEN BALANCED FUND	IFS 3 MN MR 31 85
MD REALTY FUND	APPLICATION
MDS HEALTH GROUP LTD.	PRESS RELEASE
MEGUMA GOLD CORP. LIMITED	IFS 3 MN MR 31 85
MELCOR DEVELOPMENTS LTD.	ANNUAL REPORT
MEMOTEC DATA INC.	PRESS RELEASE
MEMOTEC DATA INC.	PRESS RELEASE
MERIDIAN TECHNOLOGIES INC.	T.S.E. MATERIAL
MERLAND EXPLORATIONS LIMITED	T.S.E. MATERIAL
MESA PARTNERS II	APPLICATION
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MESA PETROLEUM CO.	10Q 3 MN MR 31 85
MESTON LAKE RESOURCES INC.	PRIVATE PLACEMENTS
MICC INVESTMENTS LIMITED	ANNUAL REPORT
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MICRON RESOURCES LTD.	SHRHLDRS. MTNG. MAT.
MIDCON OIL & GAS LIMITED	T.S.E. MATERIAL
MIDCON OIL & GAS LIMITED	CERTIF. OF MAILING
MIDEPSA INTERNATIONAL INC.	ANNUAL REPORT
MIDLAND DOHERTY FINANCIAL CORPORATION	PRESS RELEASE

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MIKES SUBMARINES INC.	PRIVATE PLACEMENTS
MIT 85-3	PROSPECTUS
MIT 85-3	APPENDICES TO PRO.
MOBIL CORPORATION	10Q 3 MN MR 31 85
MONENCO LIMITED	RULING/ORDER/REASONS
MONENCO LIMITED	T.S.E. MATERIAL
MONENCO LIMITED	SHRHLDRS. MTNG. MAT.
MONTHLY PAYMENT PORTFOLIO - SERIES I	PROSPECTUS
MOORE CORPORATION LIMITED	ANNUAL INFO. FORM
MOUNT PLEASANT RESOURCES INC.	AUD. ANN. FIN. STMT.
MOUNT PLEASANT RESOURCES INC.	IFS 3 MN MR 31 85
MS PUBLISHING INVESTMENTS LIMITED	APPLICATION
MUSCOCHO 1980-81 AND COMPANY LIMITED	AUD. ANN. FIN. STMT.
MUSCOCHO 1980-81 AND COMPANY LIMITED	IFS 3 MN MR 31 85
MUSCOCHO 1980-81 AND COMPANY LIMITED	SHRHLDRS. MTNG. MAT.
MUSCOCHO EXPLORATION LIMITED	IFS 3 MN MR 31 85
MUSCOCHO EXPLORATION LIMITED	EXERCISE OF OPTIONS
NASHUA CORPORATION	10Q 3 MN MR 29 85
NATIONAL BANK MORTGAGE CORPORATION	FORM 28-ANN. FILING
NATIONAL BUSINESS SYSTEMS INC.	10Q 6 MN MR 31 85
NATIONAL SEA PRODUCTS LIMITED	T.S.E. MATERIAL
NATIONAL VICTORIA AND GREY TRUST COMPANY	PORTFOLIO TRANSACTIO
NATIONAL VICTORIA AND GREY TRUST COMPANY	PORTFOLIO TRANSACTIO
NATURAL RESOURCES GROWTH FUND LTD.	PROSPECTUS
NATURAL RESOURCES GROWTH FUND LTD.	APPENDICES TO PRO.
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NEW MCMANUS RED LAKE GOLD MINES LIMITED	PRELIM. PROSPECTUS
NEW MOUNT COSTIGAN MINES LIMITED	ANNUAL REPORT
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NEW PENN ENERGY CORPORATION	ANNUAL REPORT
NEW PROVIDENCE DEVELOPMENT COMPANY	IFS 9 MN MR 31 85
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NEWFOUNDLAND CAPITAL CORPORATION LIMITED	PRESS RELEASE
NEWSCOPE RESOURCES LIMITED	IFS 3 MN MR 31 85
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NORANDA INC.	PRIVATE PLACEMENTS
NORANDA INC.	ANNUAL INFO. FORM
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NORCEN ENERGY RESOURCES LIMITED	PRESS RELEASE
NORDAIR INC.	SHRHLDRS. MTNG. MAT.
NORTH SHORE, THE	AUD. ANN. FIN. STMT.
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LIMITED	EXEMPT FIN. NOTICE
NORTHERN TELECOM LIMITED	PRESS RELEASE
NORTHERN TELECOM LIMITED	PRESS RELEASE

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NORTHERN TELECOM LTD.	PRESS RELEASE
NORTHERN TELECOM LTD.	PRESS RELEASE
NORTHERN TELECOM LTD.	PRESS RELEASE
NORTHERN TELECOM LTD.	PRIVATE PLACEMENTS
NOVA, AN ALBERTA CORPORATION	ANNUAL INFO. FORM
NOVA-CO EXPLORATION LIMITED	ANNUAL REPORT
NOVA-CO EXPLORATION LIMITED	SHRHLDRS. MTNG. MAT.
NU-WEST GROUP LIMITED	PRESS RELEASE
NUINSCO RESOURCES LIMITED	PRESS RELEASE
NUMAC OIL & GAS LTD.	ANNUAL INFO. FORM
OAKWOOD PETROLEUMS LTD.	ANNUAL REPORT
OAKWOOD PETROLEUMS LTD.	LET. TO SHAREHOLDERS
OCELOT 85A - XIX EXPLORATION AND	PRIVATE PLACEMENTS
OMEGA HYDROCARBONS LTD.	PRESS RELEASE
ONTARIO HOSPITAL ASSOCIATION SHORT TERM	APPLICATION
OPI LTD.	PRESS RELEASE
ORBIT OIL & GAS LTD.	PRESS RELEASE
ORBIT OIL & GAS LTD.	TAKEOVER/FORM 35
PACIFIC CASSIAR LIMITED	T.S.E. MATERIAL
PAGE PETROLEUM LTD.	PRESS RELEASE
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PANARCTIC OILS LTD.	SHRHLDRS. MTNG. MAT.
PANARCTIC OILS LTD.	PRESS RELEASE
PARKLAND INDUSTRIES LTD.	PRESS RELEASE
PARKLAND INDUSTRIES LTD.	PRESS RELEASE
PEGASUS GOLD INC.	10Q 3 MN MR 31 85
PEMBINA RESOURCES LIMITED	PRESS RELEASE
PEOPLES JEWELLERS LIMITED	PRIVATE PLACEMENTS
PETRO-CANADA PRODUCTS INC.	PRESS RELEASE
PETRO-SUN INTERNATIONAL INC.	AUD. ANN. FIN. STMT.
PETROMET RESOURCES LIMITED	PRIVATE PLACEMENTS
PETROX ENERGY & MINERAL CORPORATION	PRESS RELEASE
PINTO MALARTIC GOLD MINES LIMITED	FORM 27-MAT. CHANGE
PITNEY BOWES OF CANADA LTD.	PRIVATE PLACEMENTS
PLACER DEVELOPMENT LIMITED	IFS 3 MN MR 31 85
PLEXUS RESOURCES CORPORATION	PRESS RELEASE
POTTER DISTILLERIES LTD.	CERTIF. OF MAILING
POTTER DISTILLERIES LTD.	SHRHLDRS. MTNG. MAT.
POWER CORPORATION OF CANADA	PRESS RELEASE
PRAIRIE OIL ROYALTIES COMPANY LIMITED	SHRHLDRS. MTNG. MAT.
PRAIRIE PACIFIC ENERGY CORPORATION	SHRHLDRS. MTNG. MAT.
PRIMROSE TECHNOLOGY CORPORATION	FORM 27-MAT. CHANGE
PRINCIPAL NEO-TECH INC.	STOCK DIVIDEND & PUR
PROFESSIONAL MARKET FUND LIMITED	PRELIM. PROSPECTUS
PROVIGO INC.	ANNUAL REPORT
PROVIGO INC.	SHRHLDRS. MTNG. MAT.
PRUDENTIAL-BACHE RESEARCH FUND, INC.	ANNUAL REPORT

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PUNTERS GOLD EXPLORATIONS INCORPORATED	APPLICATION
QUAKER OATS COMPANY ,THE	PRESS RELEASE
QUARTZ CRYSTALS MINES LTD.	SIGNED FINANCIAL STA
QUEBEC TELEPHONE	IFS 3 MN MR 31 85
QUEBECOR INC.	10Q 3 MN MR 31 85
R. L. CRAIN INC.	IFS 3 MN MR 31 85
RANGER OIL LIMITED	10Q 3 MN MR 31 85
RAYROCK RESOURCES LIMITED	PRESS RELEASE
REDLAW INDUSTRIES INC.	IFS 6 MN MR 31 85
REDLAW INDUSTRIES INC.	PRESS RELEASE
REDSTONE RESOURCES INC.	CERTIF. OF MAILING
REED STENHOUSE COMPANIES LIMITED	PRESS RELEASE
RENAISSANCE 1980 (NEW) LIMITED	IFS 3 MN MR 31 85
RENAISSANCE ENERGY LTD.	IFS 3 MN MR 31 85
RENAISSANCE ENERGY LTD.	CERTIF. OF MAILING
RESOURCE SERVICE GROUP LTD.	PRESS RELEASE
RESOURCE SERVICE GROUP LTD.	T.S.E. MATERIAL
RESOURCE SERVICE GROUP LTD.	T.S.E. MATERIAL
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RIDGEWOOD GARDENS	AUD. ANN. FIN. STMT.
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RIO ALGOM LIMITED	IFS 3 MN MR 31 85
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ROYAL TRUST COMPANY MORTGAGE CORPORATION	IFS 3 MN MR 31 85
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ROYEX GOLD MINING CORPORATION	PRESS RELEASE
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RUPERTSLAND RESOURCES CO. LTD.	RULING/ORDER/REASONS
SANDWELL AND COMPANY LIMITED	PRESS RELEASE
SASKO OIL AND GAS LIMITED	AUD. ANN. FIN. STMT.
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SAVINGS AND INVESTMENT TRUST H FUND	PROSPECTUS
SCEPTRE RESOURCES LIMITED	PROSPECTUS
SCINTILORE EXPLORATIONS LIMITED	PRIVATE PLACEMENTS
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SCURRY-RAINBOW OIL LIMITED	PRESS RELEASE
SCURRY-RAINBOW OIL LIMITED	PRESS RELEASE
SEAGRAM COMPANY LTD.	PRESS RELEASE
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SENSORMATIC CANADA LIMITED	PRESS RELEASE
SEVERN MINES LIMITED	AUD. ANN. FIN. STMT.
SEVERN MINES LIMITED	IFS 3 MN MR 31 85
SEVERN MINES LIMITED	SHRHLDRS. MTNG. MAT.
SHAW INDUSTRIES LTD.	PRESS RELEASE

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SIGMA MINES (QUEBEC) LIMITED	PRESS RELEASE
SILVER LAKE RESOURCES INC.	PRESS RELEASE
SILVERSIDE RESOURCES INC.	PRESS RELEASE
SILVERSIDE RESOURCES INC.	PRESS RELEASE
SILVERWOOD TOWER APARTMENT LIMITED	SIGNED FINANCIAL STA
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SOUTHAVEN HEALTH CARE PARTNERSHIP	PRIVATE PLACEMENTS
SPAR AEROSPACE LIMITED	PRESS RELEASE
SPAR AEROSPACE LIMITED	ISSUED & OUTSTANDING
SPARTON RESOURCES INC.	T.S.E. MATERIAL
SPOONER MINES AND OILS LIMITED	APPLICATION
SPRUCE FALLS POWER AND PAPER COMPANY,	SHRHLDRS. MTNG. MAT.
ST. LAWRENCE CEMENT INC.	IFS 3 MN MR 31 85
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ST. LUCIE EXPLORATION COMPANY LIMITED	OFFERING MEMORANDUM
ST. MARTIN'S (NO.1) LIMITED PARTNERSHIP	IFS 3 MN MR 31 85
ST. MARTIN'S (NO.2) LIMITED PARTNERSHIP	IFS 3 MN MR 31 85
STEINBERG INC.	IFS 36 WK AP 6 85
STELCO INC.	FORM 27-MAT. CHANGE
STELCO INC.	PRESS RELEASE
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STERLING TRUST CORPORATION	IFS 3 MN MR 31 85
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STRATHCONA RESOURCE INDUSTRIES LTD.	PRESS RELEASE
SUMMIT 2-B LIMITED PARTNERSHIP, THE	AUD. ANN. FIN. STMT.
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SUNCOR INC.	IFS 3 MN MR 31 85
SUNCOR INC.	CHANGE DIRECTORS
SUPERPACK CORPORATION LIMITED	IFS 3 MN FE 28 85
SUSSEX EXPLORATIONS LTD.	PROSPECTUS
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SYDNEY DEVELOPMENT CORPORATION	PRESS RELEASE
TALCORP LIMITED	PRESS RELEASE
TALISMAN MINES LIMITED	PRIVATE PLACEMENTS
TANDY CORPORATION	10Q 9 MN MR 31 85
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TASHOTA-NIPIGON MINES LIMITED	EXERCISE OF OPTIONS
TEESHIN RESOURCES LTD.	PRIVATE PLACEMENTS
TEESHIN RESOURCES LTD.	FORM 27-MAT. CHANGE
TEESHIN RESOURCES LTD.	PRESS RELEASE

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TERRA MINES LTD.	PRESS RELEASE
TERRA MINES LTD.	PRESS RELEASE
TEX-SOL EXPLORATIONS LIMITED	APPLICATION
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THOMSON NEWSPAPERS LIMITED	IFS 3 MN MR 31 85
TIE/TELECOMMUNICATIONS CANADA LIMITED	PRESS RELEASE
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TOTAL PETROLEUM (NORTH AMERICA) LTD.	10Q 3 MN MR 31 85
TRADERS GROUP LIMITED	PRIVATE PLACEMENTS
TRANS AMERICA INDUSTRIES LTD.	AUD. ANN. FIN. STMT.
TRANS AMERICA INDUSTRIES LTD.	SHRHLDRS. MTNG. MAT.
TRANS QUEBEC & MARITIMES PIPELINE INC.	AUD. ANN. FIN. STMT.
TRANS QUEBEC & MARITIMES PIPELINE INC.	PROSPECTUS
TRANSALTA UTILITIES CORPORATION	PRESS RELEASE
TRANSCANADA PIPELINES LIMITED	PRESS RELEASE
TRANSCANADA PIPELINES LIMITED	PROSPECTUS
TREASURE VALLEY EXPLORATIONS LTD.	PRESS RELEASE
TRI-STAR RESOURCES LTD.	ANNUAL REPORT
TRIBUTE	AUD. ANN. FIN. STMT.
TRICENTROL PLC	IFS 3 MN MR 31 85
TRILOGY RESOURCES CORPORATION	AUD. ANN. FIN. STMT.
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TRIMAC LIMITED	T. S. E. MATERIAL
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TURBO RESOURCES LIMITED	PRESS RELEASE
TURBO RESOURCES LIMITED	SHRHLDRS. MTNG. MAT.
TURBO RESOURCES LIMITED	PRESS RELEASE
TURBO RESOURCES LIMITED	PRESS RELEASE
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ULTRAMAR PLC.	PRESS RELEASE
UNICORP CANADA CORPORATION	PRESS RELEASE
UNICORP CANADA CORPORATION	ISSUED CAPITAL
UNION ENTERPRISES LTD.	PRESS RELEASE
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UNITED CANSO OIL & GAS LTD.	10Q 6 MN MR 31 85
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UNITED STATES STEEL CORPORATION	10Q 3 MN MR 31 85
UNIVERSAL SAVINGS AMERICAN FUND	CERTIF. OF MAILING
UNIVERSAL SAVINGS EQUITY FUND LIMITED	CERTIF. OF MAILING
UNIVERSAL SAVINGS INCOME FUND	CERTIF. OF MAILING
UNIVERSAL SAVINGS JAPAN FUND	CERTIF. OF MAILING
UNIVERSAL SAVINGS NATURAL RESOURCE &	CERTIF. OF MAILING
UNIVEST GROWTH FUND	PROSPECTUS
UNIVEST GROWTH FUND	APPENDICES TO PRO.
UPPER CANADA BREWING, LIMITED	PRIVATE PLACEMENTS
VERSATILE CORPORATION	T.S.E. MATERIAL
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WADDY LAKE RESOURCES INC.	T.S.E. MATERIAL
WAJAX LIMITED	IFS 3 MN MR 31 85
WAJAX LIMITED	PROCEEDINGS AT ANNUA
WALL & REDEKOP CORPORATION	PRESS RELEASE
WALL & REDEKOP CORPORATION	PRESS RELEASE
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WARREN EXPLORATIONS LIMITED	ANNUAL REPORT
WASABI RESOURCES LTD.	PRESS RELEASE
WATSON LAKE MINES LIMITED	AUD. ANN. FIN. STMT.
WATSON LAKE MINES LIMITED	IFS 3 MN MR 31 85
WATSON LAKE MINES LIMITED	CERTIF. OF MAILING
WATSON LAKE MINES LIMITED	LET. TO SHAREHOLDERS
WATSON LAKE MINES LIMITED	SHRHLDRS. MTNG. MAT.
WCS PARTNERSHIP	OFFERING MEMORANDUM
WCS PARTNERSHIP	PRIVATE PLACEMENTS
WESTAR MINING LTD.	PRESS RELEASE
WESTFIELD MINERALS LIMITED	IFS 3 MN MR 31 85
WESTGROWTH PETROLEUMS LTD.	PRESS RELEASE
WESTINGHOUSE CANADA INC.	IFS 3 MN MR 31 85
WESTLEY MINES LIMITED	SHRHLDRS. MTNG. MAT.
WESTMIN RESOURCES LIMITED	T.S.E. MATERIAL
WESTMOUNT RESOURCES LTD.	T.S.E. MATERIAL
WESTMOUNT RESOURCES LTD.	PRIVATE PLACEMENTS
WESTMOUNT RESOURCES LTD.	PROGRESS REPORT
WESTWATER INDUSTRIES LTD.	T.S.E. MATERIAL
WILSHIRE OIL COMPANY OF TEXAS	PRESS RELEASE
WOODWARD'S LIMITED	PRESS RELEASE
WOODWARD'S LIMITED	PRESS RELEASE
WORLDWIDE EQUITIES LIMITED	CERTIF. OF MAILING
YELLOWKNIFE BEAR RESOURCES INC.	CERTIF. OF MAILING
YORKSHIRE TRUST COMPANY	RULING/ORDER/REASONS
YOUNES HOLDING LIMITED	RULING/ORDER/REASONS
YRI YORK LIMITED	PRESS RELEASE
YVANEX DEVELOPMENTS LIMITED	FORM 27-MAT. CHANGE
ZAPATA CORPORATION	10Q 6 MN MR 31 85

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<u>ISSUER</u>	<u>TITLE</u>
ZAVITZ TECHNOLOGY INC. (FORMERLY PROMED)	LET. TO SHAREHOLDERS
ZAVITZ TECHNOLOGY INC. (FORMERLY PROMED)	LET. TO SHAREHOLDERS

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CHAPTER 11

NEW ISSUE AND SECONDARY FINANCING

11.1 PRELIMINARY PROSPECTUSES RECEIVED

11.1.1 EQUITY SILVER MINES LIMITED

May 22, 1985

Equity Silver Mines Limited

National Issue - B.C.

Offering * common shares at a price of \$ * per share.

Underwriters: Dominion Securities Pitfield Limited
Richardson Greenshields of Canada Limited

11.1.2 HERITAGE PLACE NO. 1 LIMITED PARTNERSHIP

Heritage Place No. 1 Limited Partnership

Offering 198 units of partnership at a price of \$10,000 per unit.

Agent: Watt Carmichael Securities Limited

11.1.3 HERITAGE PLACE NO. 2 LIMITED PARTNERSHIP

Heritage Place No. 2 Limited Partnership

Offering 220 units of partnership at a price of \$10,000 per unit.

Agent: Watt Carmichael Securities Limited

11.1.4 HERITAGE PLACE NO. 3 LIMITED PARTNERSHIP

Heritage Place No. 3 Limited Partnership

Offering 219 units of partnership at a price of \$10,000 per unit.

Agent: Watt Carmichael Limited

11.1.5 ST. CHARLES VILLAGE

St. Charles Village

National Issue - Ontario

Offering 266 Class A limited partnership units at a price of \$10,000 per unit.

Agent: Yorkton Securities Inc.

11.1.6 CALGARY CENTRE HOLDINGS LTD.

May 23, 1985

Calgary Centre Holdings Ltd.

National Issue - Ontario

Offering \$ * of * % cumulative redeemable retractable first preferred shares,
Series 1 at a price of \$25.00 per share to yield * % per annum.

Underwriter: McLeod Young Weir Limited

11.1.7 BUTLER MOUNTAIN MINERALS CORP.

Butler Mountain Minerals Corp.

National Issue - B.C.

Offering 1,219,504 units at a price of \$0.70 per unit. Each unit consists of one common share and one subscription warrant.

Agent: Davidson Partners Limited

11.1.8 MIT 85-4

MIT 85-4

National Issue - Ontario

Offering * monthly income trust units at a price of \$ * per unit, with a minimum purchase of * units.

Agent: Merrill Lynch Canada Inc.

11.1.9 QUINTE BAY NO. 3 LIMITED PARTNERSHIP

Quinte Bay No. 3 Limited Partnership

National Issue - Ontario

Offering 5,880 units at a price of \$500.00 per unit, with a minimum subscription of 20 units.

Agent: Imperial Securities Ltd.

11.1.10 HIGHSPIRE CAPITAL INC.

May 24, 1985

Highspire Capital Inc.

Offering 1,994,998 partial voting shares at a price of \$5.00 per share, with a minimum offering of \$250,000.

Agents: Registered Securities Dealers

11.1.11 DICON SYSTEMS LIMITED

May 27, 1985

Dicon Systems Limited

National Issue - Ontario

Offering \$ * , * common shares at a price of \$ * per share.

Underwriter: Walwyn Stodgell Cochran Murray Limited

11.2 PRELIMINARY SHORT FORM PROSPECTUSES RECEIVED

11.2.1 ASAMERA INC.

May 22, 1985

Asamera Inc.

National Issue - Alberta

Offering 2,000,000 shares of 8% Series C cumulative redeemable convertible second preferred shares at a price of \$25.00 per share.

Underwriter: Dominion Securities Pitfield Limited

11.2.2 BELL CANADA

Bell Canada

National Issue - Quebec

Offering \$ *, 000,000 of % debentures, Series DP at a price of \$ * per share.

Underwriters: Wood Gundy Inc.
Dominion Securities Pitfield Limited
Richardson Greenshields of Canada Limited
Levesque, Beaubien Inc.

11.2.3 DOMTAR INC.

May 27, 1985

Domtar Inc.

National Issue - Quebec

Offering \$ * of * common shares with share-purchase tax credit and * common shares without share-purchase tax credit at a price of \$ * per common share with SPTC and \$ * per common share without SPTC.

Underwriters: Levesque, Beaubien Inc.
Wood Gundy Inc.
Dominion Securities Pitfield Limited
Nesbitt Thomson Bongard Ltee

11.3 PRELIMINARY EXCHANGE OFFERING PROSPECTUS RECEIVED

11.3.1 LFP HOLDINGS INC.

May 17, 1985

LFP Holdings Inc.

Offering a maximum of 625,000 common shares and a minimum of 500,000 common shares at a price of \$4.00 per share.

Secondary Offering of 88,940 common shares at \$4.00 per share.

Agent: Thomson Kernaghan & Co. Ltd.

11.4 FINAL RECEIPTS ISSUED

11.4.1 ESTEE SYNDICATE

Estee Syndicate

Receipt issued May 28, 1985 for a prospecting syndicate agreement dated April 25, 1985 qualifying initially 60 units at a price of \$1,000 per unit. Additional units may be issued, however, the aggregate consideration will not exceed \$250,000.

Manager: Sherman Tough

11.4.2 THE MONEymax FUND

The Moneymax Fund

Final receipt issued May 14, 1985 for a prospectus dated May 13, 1985 qualifying for sale on a continuous basis units at net asset value. The minimum initial investment is \$25,000 or \$5,000 in the case of investments by registered tax exempt plans or funds.

Promoter: Burns Fry Fund Management Inc.
Distributor: Burns Fry Limited

11.4.3 INTERFIRST OIL CORPORATION

Interfirst Oil Corporation

Final receipt issued May 16, 1985 for a prospectus dated May 15, 1985 qualifying for sale 750,000 common shares (without par value) to be offered at \$1.40 per share to net the Company \$525,000 before deducting expenses of issue.

There will also be a secondary issue of 355,357 shares, none of the proceeds of which will accrue to the benefit of the Company.

Promoter: J. F. Driscoll Investment Corp. (John Driscoll)
Underwriter: Gordon-Daly Grenadier Limited

11.4.4 THE LAURENTIAN MUTUAL INSURANCE

The Laurentian Mutual Insurance

Final receipt issued May 22, 1985 for a prospectus dated May 21, 1985 qualifying for sale 1,320,000 Class A Cumulative Redeemable Preferred Shares at \$25.00 per share to yield initially 8.88% per annum. Net proceeds to the Company after commissions will be \$32,010,000.

Underwriters: McLeod Young Weir Limited
Geoffrion, Leclerc Inc.

11.4.5 REALGROWTH CANADIAN EQUITY FUND

RealGrowth Canadian Equity Fund

A final receipt was issued on May 24, 1985 for a prospectus dated May 6, 1985 qualifying mutual fund shares at net asset value.

11.4.6 ABERFORD RESOURCES LTD.

Aberford Resources Ltd.

Final receipt issued May 27, 1985 for a prospectus dated May 24 qualifying for sale \$50,000,000 9% Convertible Subordinated Debentures at 100 plus accrued interest. Net proceeds to the Company after underwriters' fee will be \$48,950,000.

Underwriters: McLeod Young Weir Limited
Richardson Greenshields of Canada Limited
Merrill Lynch Canada Inc.
Nesbitt Thomson Bongard Inc.
Wood Gundy Inc.
First Marathon Securities Limited

11.4.7 CANTERRA ENERGY LTD.

Canterra Energy Ltd.

Receipt issued May 29, 1985 for final prospectus dated May 27, 1985 qualifying 222,500 Units, each consisting of 25 common shares and one \$1,000 principal amount 8.5% Convertible Subordinated Debenture to be offered at \$1,350 per Unit plus accrued interest, if any. 150,000 Units are being offered to the public and Canada Development Corporation has agreed to purchase concurrently 72,500 Units at the same price, for an aggregate net proceeds to Canterra of \$293,157,563 before deducting expenses of the issue.

Underwriters: Burns Fry Limited
Dominion Securities Pitfield Limited
Wood Gundy Inc.

11.5 AMENDMENT RECEIVED

11.5.1 DEWEY OIL & GAS INC.

May 17, 1985

Dewey Oil & Gas Inc.

Amendment dated May 17, 1985 to prospectus dated January 9, 1985.

11.6 ANNUAL INFORMATION FORMS RECEIVED

11.6.1 TEXACO CANADA INC.

May 22, 1985

Texaco Canada Inc.

An annual information form dated May 17, 1985 has been filed by Texaco Canada Inc. This is a refiling.

11.6.2 PRUDENTIAL INCOME FUND OF CANADA

May 23, 1985

Prudential Income Fund of Canada

An annual information form dated April 29, 1985, filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt issued May 23, 1985 for a Simplified Prospectus dated April 29, 1985 qualifying mutual fund shares at net asset value.

Distributor: Prudential Fund Management Canada Limited

11.6.3 MOORE CORPORATION LIMITED

May 27, 1985

Moore Corporation Limited

An annual information form dated May 7, 1985 has been accepted by the Commission.

11.6.4 UNITED AMERICAN FUND LTD.

May 28, 1985

United American Fund Ltd.

An annual information form dated May 28, 1985, filed concurrently with the Simplified Prospectus, has been accepted by the Commission.

Final receipt issued May 28, 1985 for a Simplified Prospectus dated May 28, 1985 qualifying mutual fund shares at net asset value.

Distributor: United Investment Services Ltd.

CHAPTER 12
REGISTRATIONS (NIL)

THERE IS NO MATERIAL FOR THIS CHAPTER
IN THIS ISSUE

CHAPTER 25
OTHER INFORMATION

25.1 RELEASE FROM ESCROW

25.1.1 THE REAL PROPERTY TRUST OF CANADA ET AL

May 27, 1985

The Real Property Trust of Canada
Real Advisors of Canada

The Commission hereby consents to the release from escrow of 5,057 Class B Units of the Real Property Trust of Canada owned by Real Advisors of Canada.

25.2 TRANSFERS WITHIN ESCROW

25.2.1 AUBET RESOURCES INC.

May 17, 1985

Aubet Resources Inc.

<u>From</u>	<u>To</u>	<u>No. of Shares</u>
Jack West	Leonard Wilson	21,424

25.2.2 SONORA GOLD CORP.

May 21, 1985Sonora Gold Corp.

<u>From</u>	<u>To</u>	<u>No. of Shares</u>
ABM Mining Group Inc.	Jill Deeter	213,129

25.2.3 URANEX RESOURCES LIMITED

May 17, 1985Uranex Resources Limited

<u>From</u>	<u>To</u>	<u>No. of Shares</u>
Andrew Strachan Bryson	Violet Eloise Bryson	153,748

ONTARIO SECURITIES COMMISSION
CORPORATE FINANCE BRANCH

STATISTICS OF FILINGS 1984-85

Comparative monthly and cumulative dollar value
of financial filings accepted April, 1985
(IN \$000'S)

PROSPECTUSES INCLUDING SHORT FORMS *	MONTH			CUMULATIVE		
	1984			1985		
	Equity	Debt	Equity	Debt	Equity	Debt
Bank	281,000	-	100,400	-	886,000	-
Film	-	-	-	-	-	-
Finance	-	-	-	50,000	-	-
Industrial	261,500	125,000	615,200	250,000	712,763	225,000
M.U.R.B.	1,750	-	-	-	1,750	-
Natural Resource	-	-	-	-	-	-
- Mining - Junior	4,440	-	2,290	-	47,518	-
- Mining - Other	48,505	-	-	-	53,505	-
- Oil & Gas - Junior	960	-	-	-	5,877	-
- Oil & Gas - Other	-	-	-	-	-	-
Oil & Gas Program	-	-	5,508	-	-	-
S.B.D.C.	-	-	6,270	-	19,475	-
Miscellaneous	4,000	-	-	-	98,698	-
Real Estate Program	-	-	-	-	-	-
Trust Company	-	-	-	-	-	-
Sub Total	602,155	125,000	729,668	300,000	1,825,586	225,000
					3,136,301	505,267

EXCHANGE OFFERING PROSPECTUSES

Industrial	-	-	-	-	7,800	-
Natural Resource	-	-	-	-	1,125	-
- Mining - Junior	-	-	-	-	-	-
- Mining - Other	-	-	-	-	-	-
- Oil & Gas - Junior	-	-	-	-	-	-
- Oil & Gas - Other	-	-	-	-	-	-
Sub Total	-	-	-	-	8,925	-
					1,970	-

EXEMPT FINANCINGS

Form 20	68,127	93,288	163,614	57,262	947,478	908,607
Form 21	6,736	553	1,621	85	35,975	12,281
Sub Total	74,863	93,841	165,235	57,347	983,453	920,888
					2,450,347	1,288,751
TOTAL	677,018	218,841	894,903	357,347	2,817,964	1,145,888
*	415,000	125,000	423,400	300,000	953,545	225,000
					2,277,832	445,267

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DATALINE INC.
175 Bedford Road,
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FIRST CLASS MAIL



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